

MARVEL

SPIDER-MAN[®]



MILLAR • DODSON • CHO

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SPIDER-MAN

ULTIMATE COLLECTION

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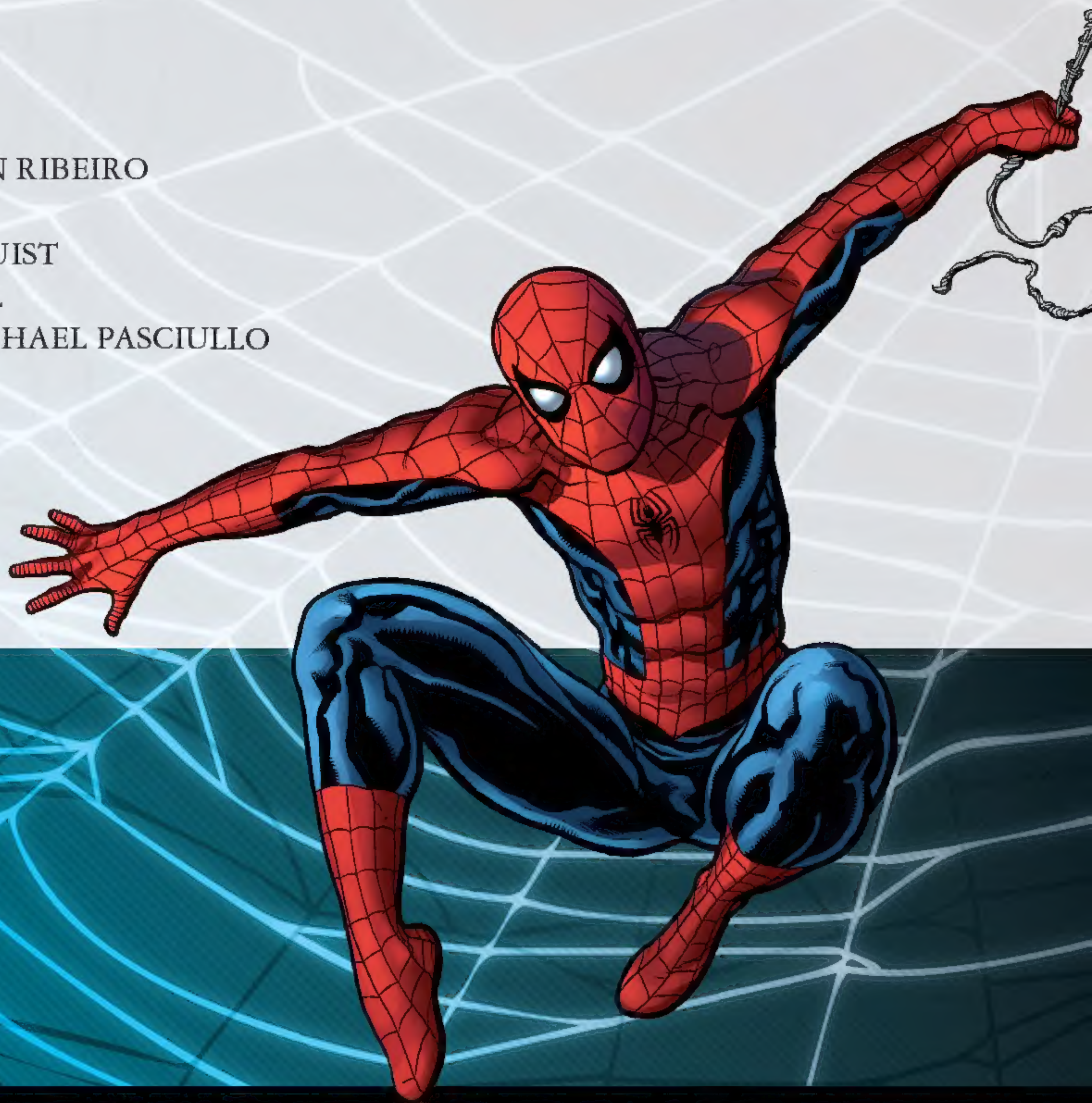
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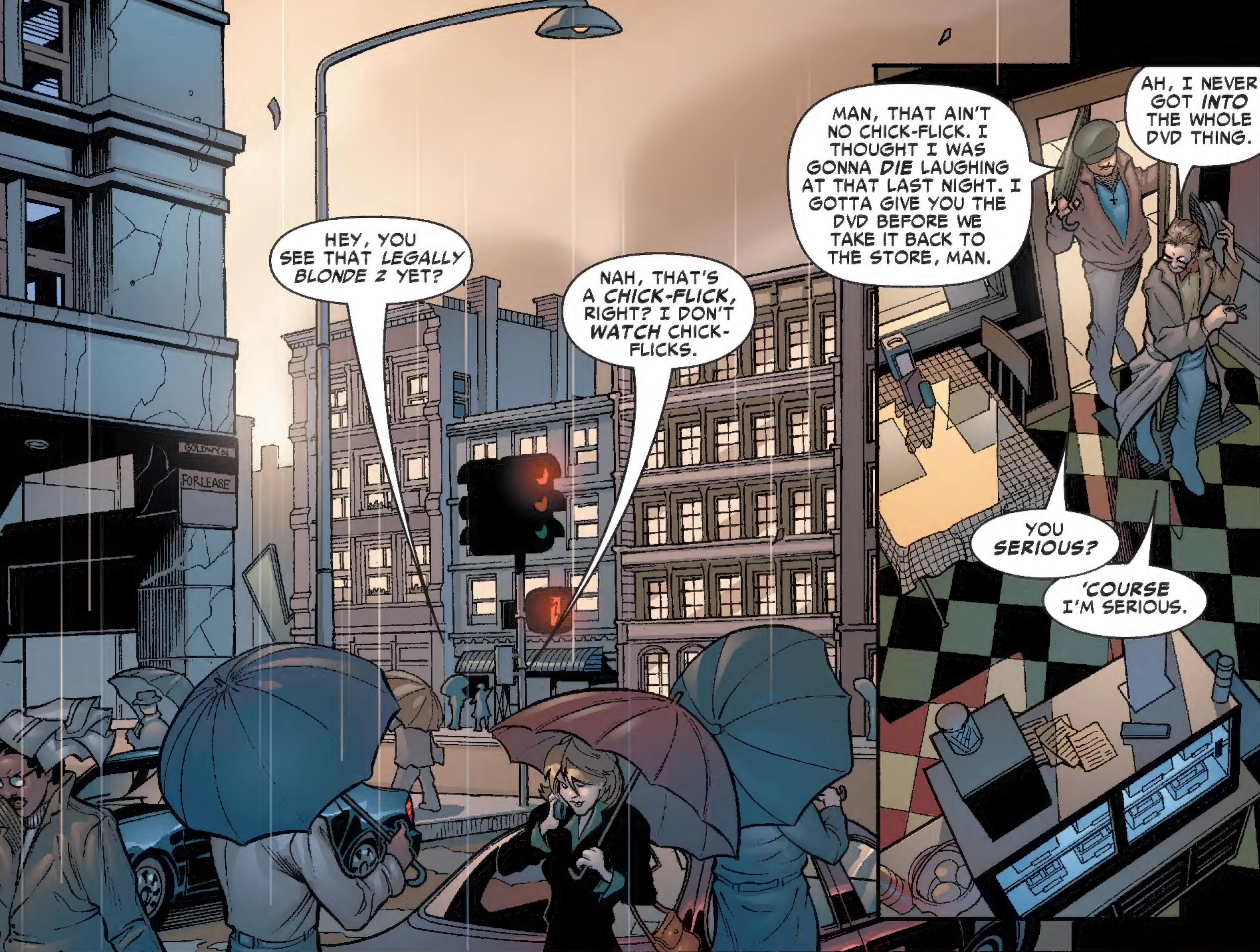
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MARVEL KNIGHTS SPIDER-MAN #1
TERRY DODSON, RACHEL DODSON & BRIAN HABERLIN



HEY, YOU SEE THAT LEGALLY BLONDE 2 YET?

NAH, THAT'S A CHICK-FLICK, RIGHT? I DON'T WATCH CHICK-FLICKS.

MAN, THAT AIN'T NO CHICK-FLICK. I THOUGHT I WAS GONNA DIE LAUGHING AT THAT LAST NIGHT. I GOTTA GIVE YOU THE DVD BEFORE WE TAKE IT BACK TO THE STORE, MAN.

AH, I NEVER GOT INTO THE WHOLE DVD THING.

YOU SERIOUS?

'COURSE I'M SERIOUS.



WHY THE HECK SHOULD YOU PAY AN EXTRA TEN BUCKS FOR A MOVIE THAT COST HALF AS MUCH TO PACK AND HALF AS MUCH TO SHIP AS AN OLD VHS TAPE, MAN?

I DUNNO. PICTURE QUALITY? EXTRAS?

DON'T TALK TO ME ABOUT EXTRAS-- YOU REALLY THINK I NEED A VOICE-OVER FROM SOME HOLLYWOOD COKE-HEAD TELLING US WHAT HE REALLY MEANT THE MOVIE TO BE ABOUT?



DVD'S GOTTA BE THE BIGGEST SCAM SINCE THEY TOLD US ALL TO MAKE THE SWITCH FROM VINYL TO COMPACT DISCS, MAN. THERE'S GONNA BE A BACKLASH HERE. I CAN SMELL IT.

AH, THE ONLY THING YOU CAN SMELL IS YESTERDAY'S CALZONE, BUDDY. YOU EVER THINK TO EMPTY THE TRASH BEFORE YOU LOCK UP AT NIGHT?

DOWN AMONG THE DEAD MEN

PART ONE OF FOUR





BEAUTIFUL.

YOU GONNA
HAVE TO CALL THE
COPS AGAIN, MARIO.
WE GOT ANOTHER
PSYCHO SLEEPIN'
IN THE TRASH...



WHAT'S HE SAYING? HE
TRYING TO TALK UNDER
THAT MASK?

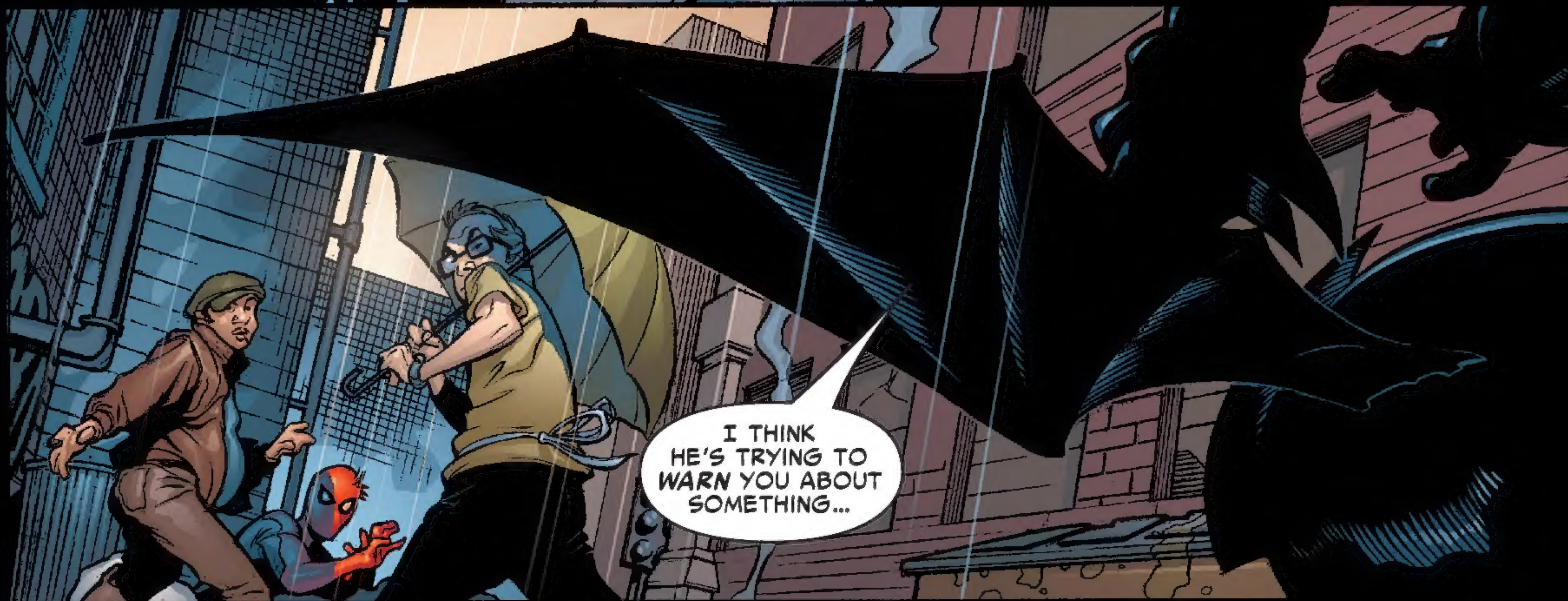
AH, WHO CARES?
I THINK HE'S MUMBLING
SOMETHING, BUT HE'S TOTALLY
OUT OF IT, MAN. YOU'D
BETTER NOT TOUCH HIM IN
CASE HE'S SOME KINDA
JUNKIE.



GET BACK
IN THE STORE.
CLOSE THE
DOORS...



WHAT?



I THINK
HE'S TRYING TO
WARN YOU ABOUT
SOMETHING...





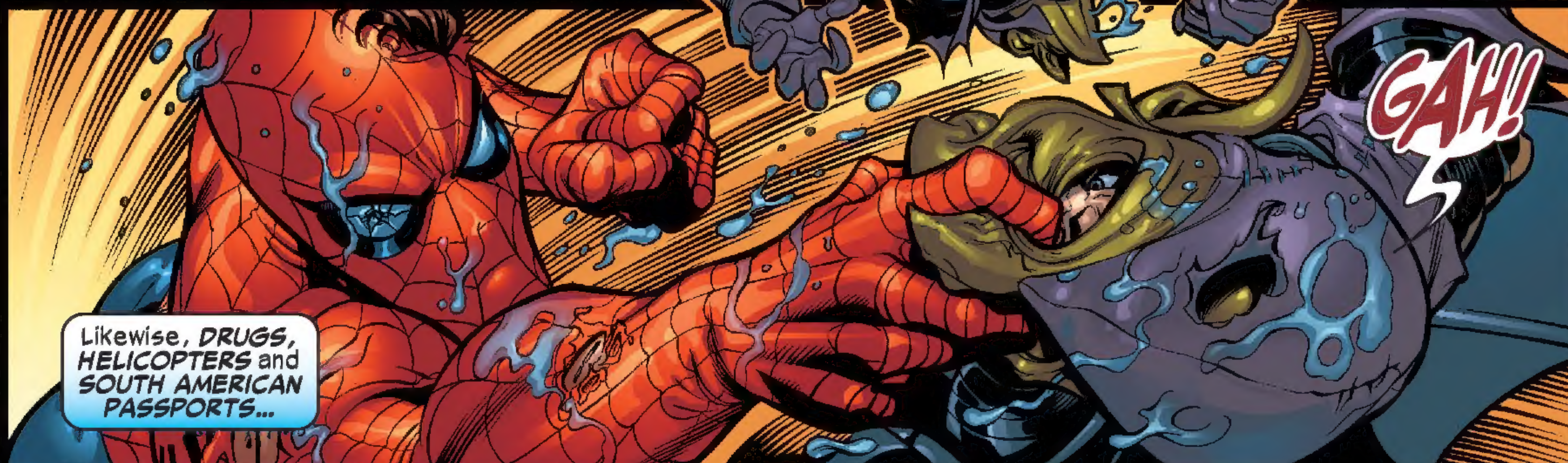
Four hours ago, this lunatic friend of the family was holding eighteen people hostage in a church and promising to **GAS** them unless his demands were met.

But he didn't want **MONEY**. Cash would be too **OBVIOUS** for a crowd-pleaser like the

GREEN GOBLIN.



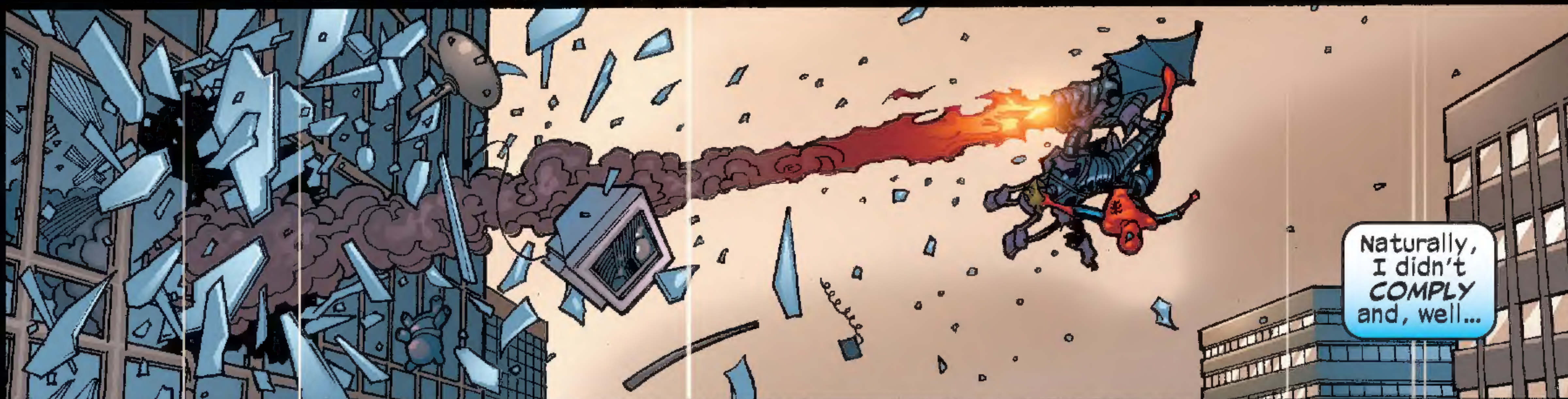
Likewise, **DRUGS**, **HELICOPTERS** and **SOUTH AMERICAN PASSPORTS**...



What he **WANTED** was me on live television, sticking a **STEAK-KNIFE** in my stomach and forfeiting my guts for the benefit of the **GREAT AMERICAN PUBLIC**.



Naturally, I didn't **COMPLY** and, well...





We've been breaking each other's bones ever since.



WHO'S YOUR DADDY NOW, MISTER OSBORN?

HRAGGGH!!



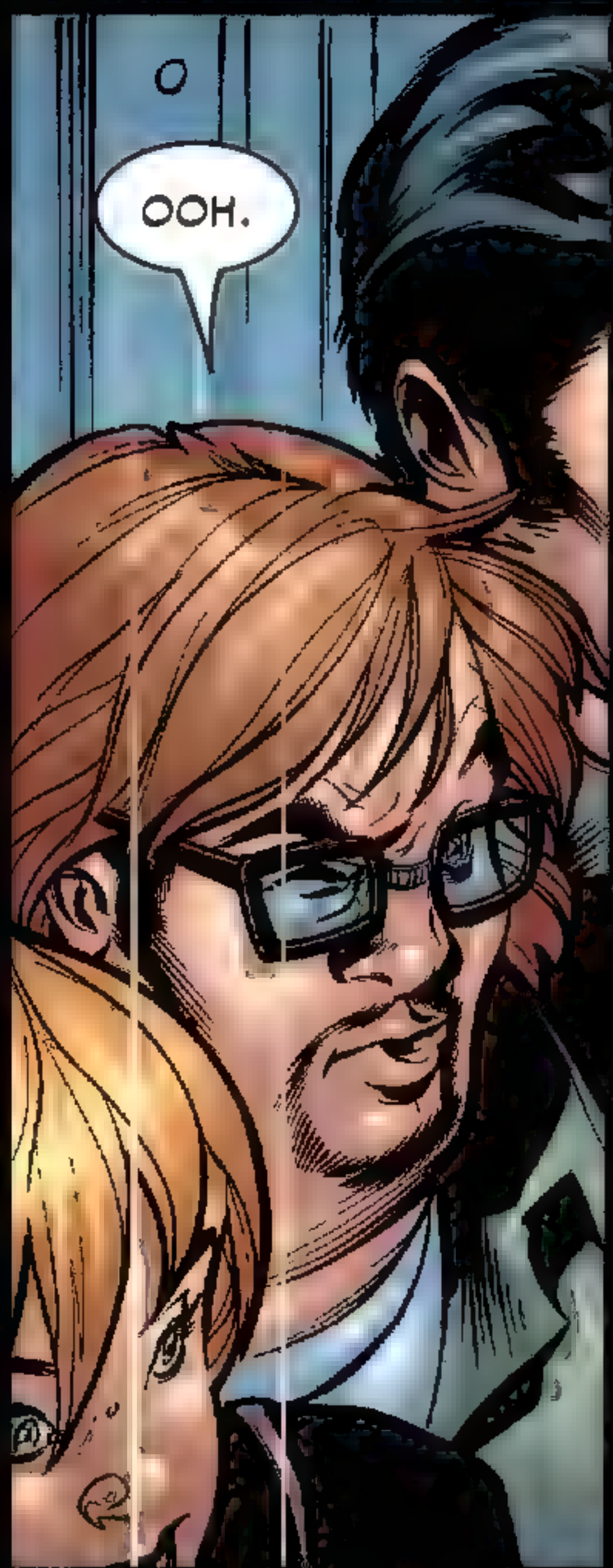
WHO'S YOUR DADDY NOW, HUH?

So much for this **TRUCE** we were supposed to have going. So much for this **STALEMATE** we agreed upon.

"I got **BORED**," he whined with the biggest grin a human face could ever pull. "Life's a drag unless I'm pounding your head, little Parker."

SOMETHING HEAVY, SOMETHING HEAVY, SOMETHING HEAVY...

THE MAILBOX, SPIDER-MAN! HIT HIM WITH THE **MAILBOX!**

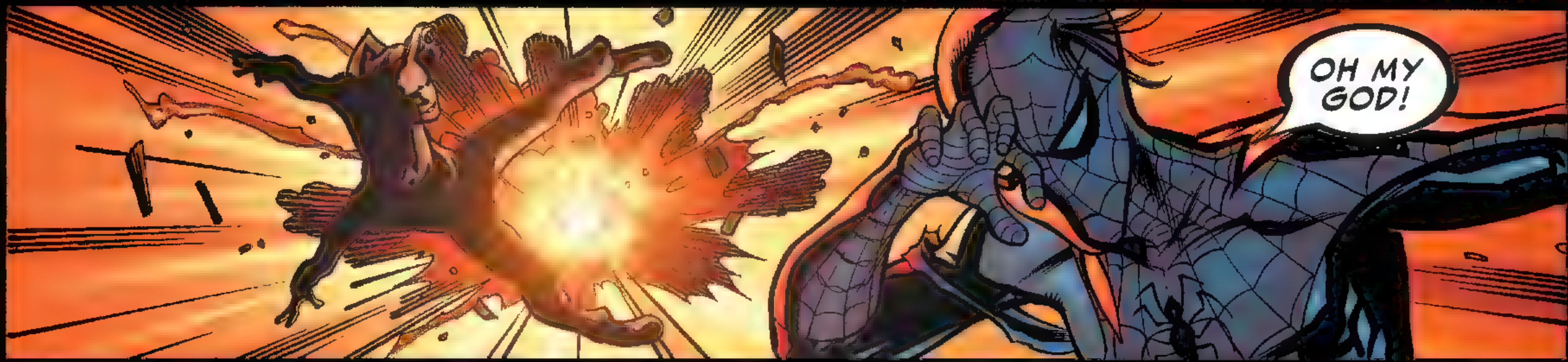


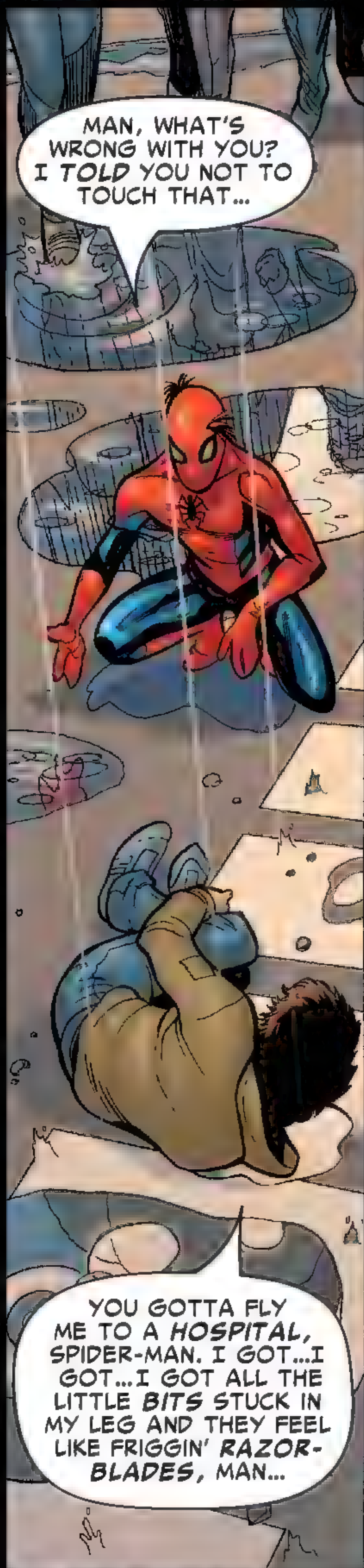
WHAT DO YOU MEAN "OOH"? IF I HADN'T HIT HIM WITH SOMETHING BIG AND HEAVY, HE'D HAVE **KILLED EVERYBODY!**

HEY, TAKE IT EASY! I'M NOT JUDGING YOU OR ANYTHING, MAN. ALL I'M SAYING IS YOU COULD'A KNOCKED HIM OUT WITHOUT **BRAIN-DAMAGING THE GUY.**



YOU! GET AWAY FROM THE PUMPKINS! THOSE ARE HIS HOMEMADE BOMBS!





MAN, WHAT'S WRONG WITH YOU? I TOLD YOU NOT TO TOUCH THAT...

YOU GOTTA FLY ME TO A HOSPITAL, SPIDER-MAN. I GOT...I GOT...I GOT ALL THE LITTLE BITS STUCK IN MY LEG AND THEY FEEL LIKE FRIGGIN' RAZOR-BLADES, MAN...



BUT I CAN'T FLY. GOD, I CAN HARDLY EVEN WALK AFTER THE KICKING THAT IDIOT GAVE ME. MAYBE SOMEBODY COULD USE THEIR CELL-PHONE AND CALL AN AMBULANCE OR SOMETHING?

FORGET THE AMBULANCE. I'M CALLING THE COPS ON YOU AND YOUR STUPID FRIEND, SPIDER-MAN...



WHAT?

HEY! S'OKAY! CANCEL THE CALL, MAN! HERE THEY COME-- RIGHT ON TIME FOR A CHANGE!



NOT SUCH A SMART-GUY NOW, SPIDER-MAN. NOT SUCH A SMART-GUY WHEN THEY THROW YOU IN JAIL, HUH?



SWEAR TO GOD THAT LUNATIC'S BRAIN-DAMAGED THIS POOR GUY.

HEY! WHERE'D HE GO?



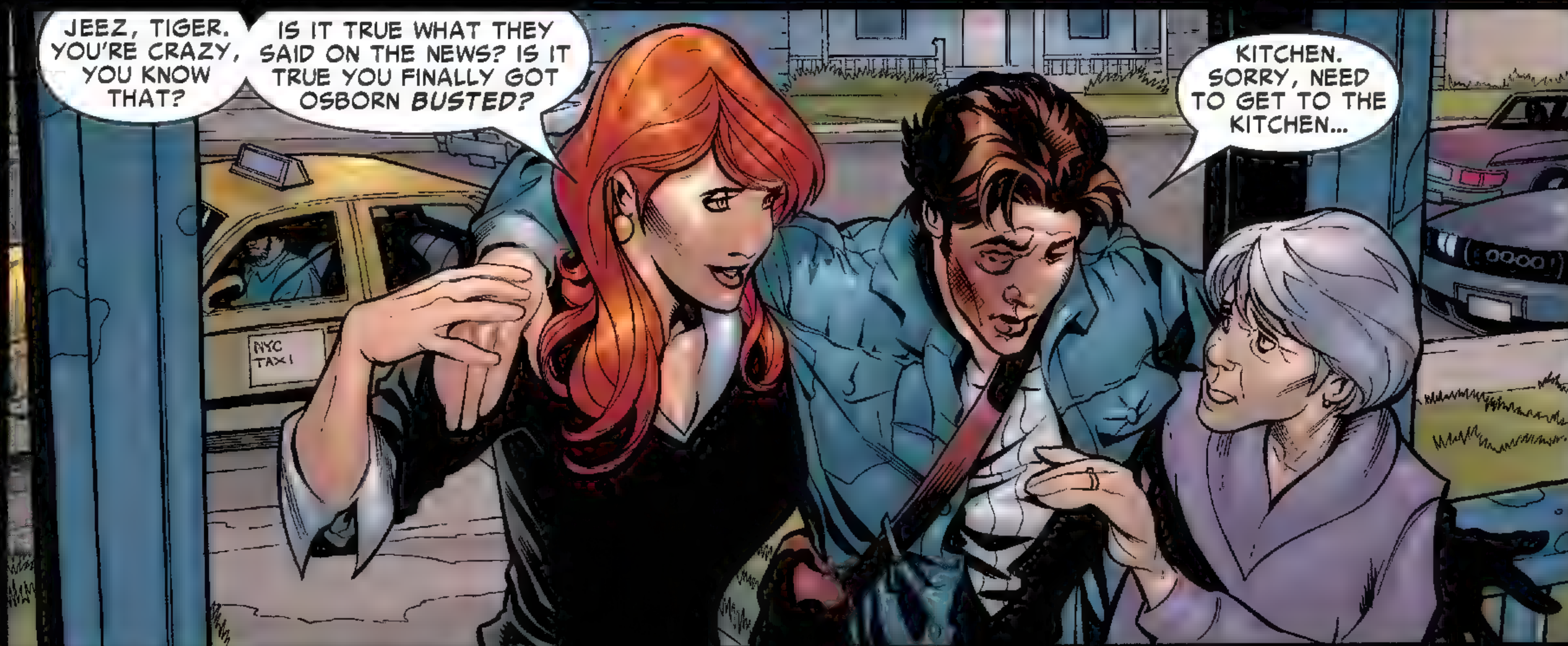
Believe it or not, this all started out as a nice Chinese meal and my wife and I helping my aunt **MOVE HOUSE**...

OH MY GOD. THERE HE IS OUTSIDE NOW AND LOOKING LIKE A **DOG'S BREAKFAST**.



AUNT MAY, CAN YOU HELP ME OUT WITH A LITTLE MONEY FOR THE CAB? I THINK I LOST MY WALLET SOMEWHERE AND THIS GUY SAYS HE NEEDS THIRTY-FIVE BUCKS.

OH, PETER. I THOUGHT YOU SAID YOU'D ALWAYS CALL IN SITUATIONS LIKE THIS. MARY JANE AND I WERE WORRIED SICK. WE DIDN'T KNOW IF YOU WERE ALIVE OR DEAD.



JEEZ, TIGER. YOU'RE CRAZY. YOU KNOW THAT?

IS IT TRUE WHAT THEY SAID ON THE NEWS? IS IT TRUE YOU FINALLY GOT OSBORN BUSTED?

KITCHEN. SORRY, NEED TO GET TO THE KITCHEN...



WHAT?



HHUUURRRKK!!



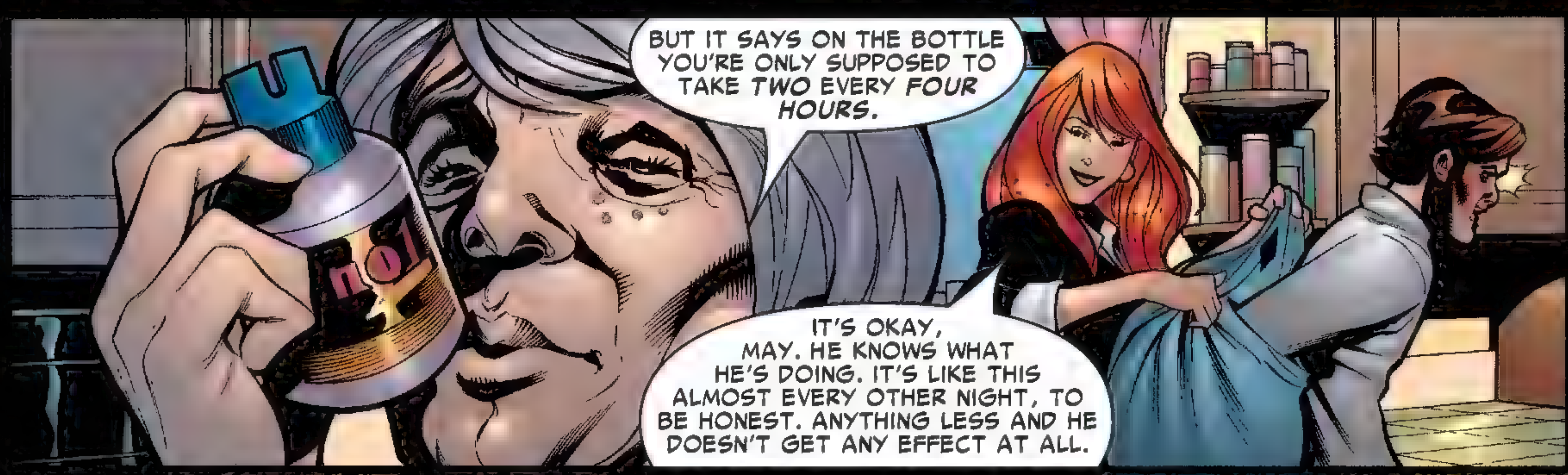
Oh, GOD. IS IT BAD? SHOULD WE TAKE HIM TO THE HOSPITAL?

NO, IT'S OKAY. HE'S TOUGHER THAN HE LOOKS. ALL HE NEEDS IS SOME PAIN-KILLERS AND A CHANCE TO LET HIS BODY FIX ITSELF UP AGAIN. WHAT'S THE STRONGEST THING YOU'VE GOT?



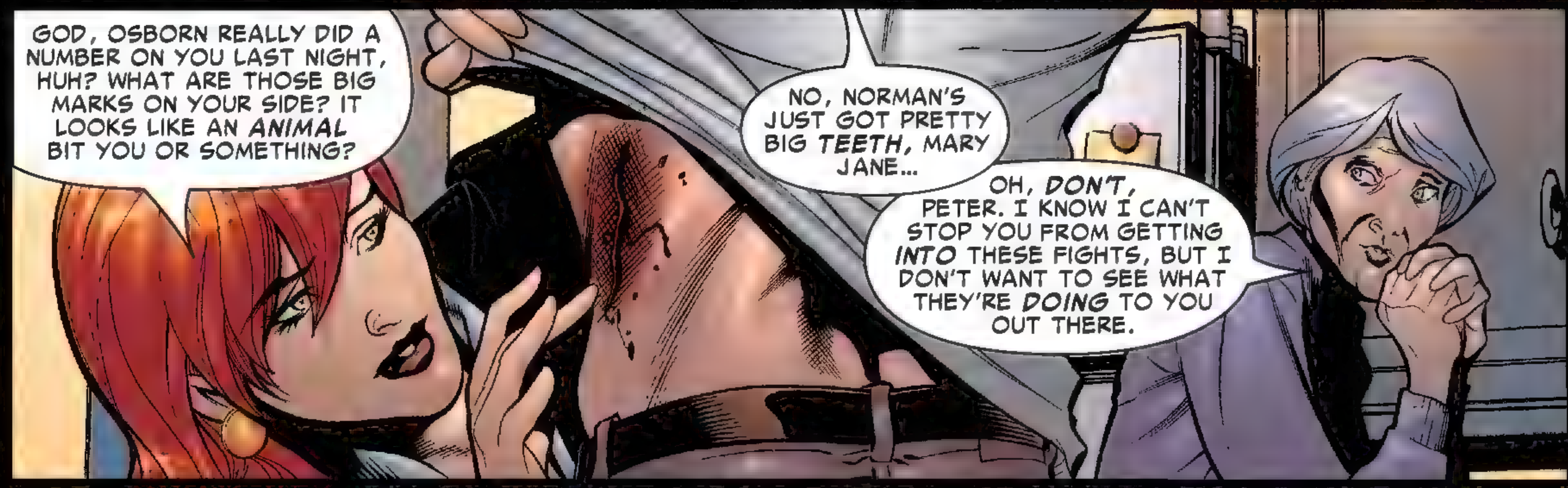
UM, I THINK I'VE GOT SOME TYLENOL IN HERE, BUT I COULD RUN DOWN TO THE DRUGSTORE IF HE NEEDS ANYTHING STRONGER.

NO, JUST GIVE ME THE TYLENOL. TYLENOL'S FINE, BUT I'M GOING TO NEED A DOZEN OF THEM. I ALWAYS NEED HALF THE BOTTLE WHEN IT'S THIS BAD.



BUT IT SAYS ON THE BOTTLE YOU'RE ONLY SUPPOSED TO TAKE TWO EVERY FOUR HOURS.

IT'S OKAY, MAY. HE KNOWS WHAT HE'S DOING. IT'S LIKE THIS ALMOST EVERY OTHER NIGHT, TO BE HONEST. ANYTHING LESS AND HE DOESN'T GET ANY EFFECT AT ALL.



GOD, OSBORN REALLY DID A NUMBER ON YOU LAST NIGHT, HUH? WHAT ARE THOSE BIG MARKS ON YOUR SIDE? IT LOOKS LIKE AN ANIMAL BIT YOU OR SOMETHING?

NO, NORMAN'S JUST GOT PRETTY BIG TEETH, MARY JANE...

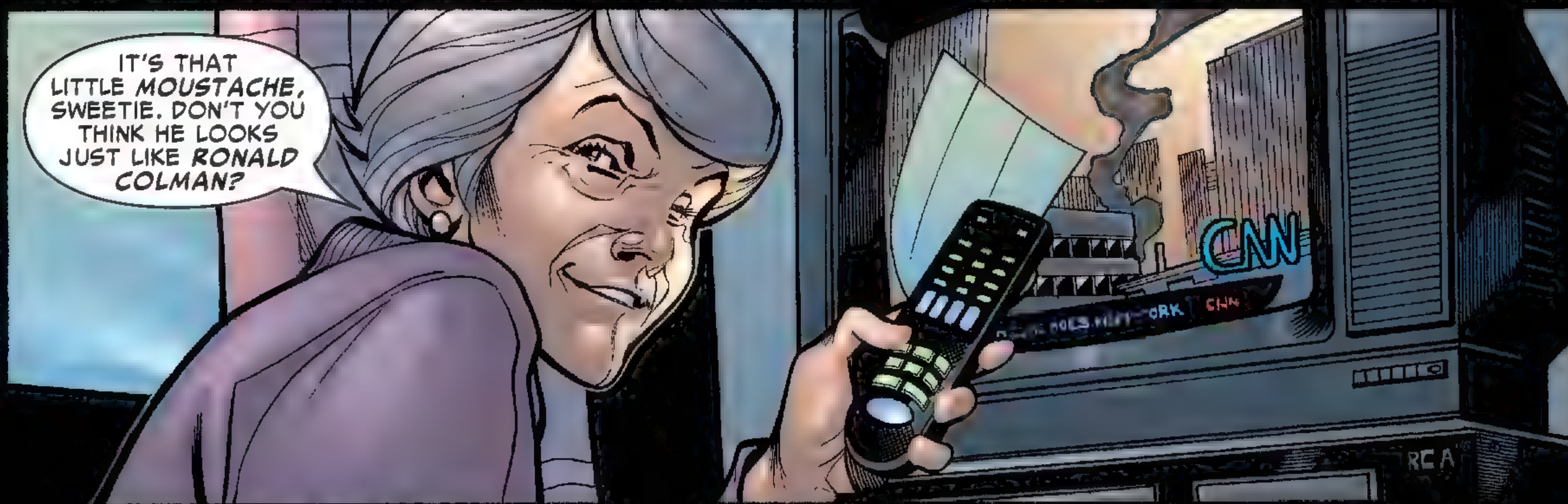
OH, DON'T, PETER. I KNOW I CAN'T STOP YOU FROM GETTING INTO THESE FIGHTS, BUT I DON'T WANT TO SEE WHAT THEY'RE DOING TO YOU OUT THERE.



IT SAID ON THE NEWS THAT PSYCHOPATH HAD EIGHTEEN HOSTAGES TIED UP IN TRINITY CHURCH. YOU MANAGE TO SAVE THEM ALL?

YEP.

EVEN THE LITTLE GIRL HE HAD HANGING OFF THAT BIG CHURCH BELL?





I REALLY WISH YOU'D JUST HEAD HOME AND GET SOME REST, PETER. THE MOVERS CAN HELP ME BOX THIS STUFF UP.



NOT A CHANCE, AUNT MAY. I DON'T WANT **STRANGERS** TOUCHING ALL YOUR PRIVATE STUFF. HEY, IS THIS YOUR OLD ENGAGEMENT RING FROM DOCTOR OCTAVIUS?

Mmm. ANNA WATSON KEEPS SAYING I SHOULD AUCTION IT ON **eBAY**, BUT I THINK THAT WOULD BE **SUCH A BETRAYAL OF TRUST**, DON'T YOU THINK?



OH, YEAH. DOCTOR OCTOPUS BEING SUCH A SENSITIVE GUY...

IT'S STRANGE. EVERYBODY KEPT TELLING ME TO MOVE WHEN **BEN WAS KILLED**, BUT I JUST **COULDN'T HAVE DONE IT THEN**.



THEY SAID EVERY TIME I WALKED INTO THE LIVING ROOM, I'D JUST SEE HIM LYING THERE BLEEDING ON THE CARPET, BUT THAT HONESTLY NEVER HAPPENED.

IF I WALKED INTO THE **BEDROOM**, I'D SEE HIM LYING ON THE COVERS LISTENING TO HIS RADIO.

IF I WALKED INTO THE KITCHEN, I'D SEE HIM SMOKING A **CIGARETTE** AND MAKING ONE OF HIS TERRIBLE **POTATO OMELETTES...**



LORD, IF I WALKED INTO THE BATHROOM I'D EVEN SEE HIM STANDING THERE DOING A **PEE**. REMEMBER HOW HE'D ALWAYS LEAVE THAT DAMN **DOOR** LYING OPEN?

YEAH.





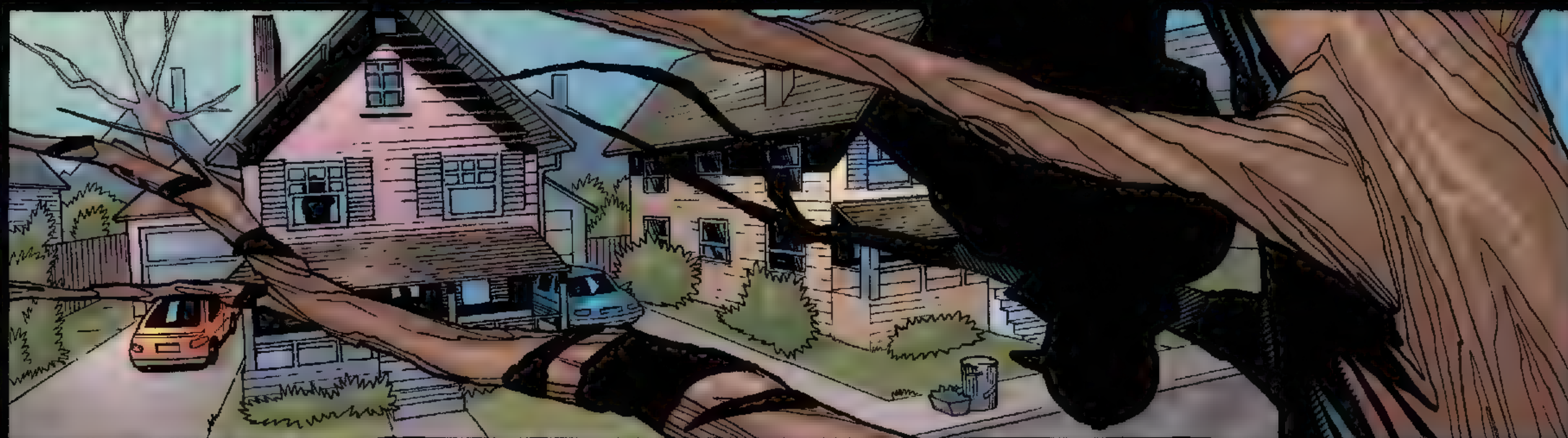
YOU KNOW, I USED TO CHECK THE GLASS FOR FOOTPRINTS EVERY MORNING BEFORE I LEFT FOR SCHOOL? AND YOU WOULDN'T BELIEVE THE MONEY I SPENT ON AIR-FRESHENER TO HIDE THE SMELL OF WEB-FLUID...

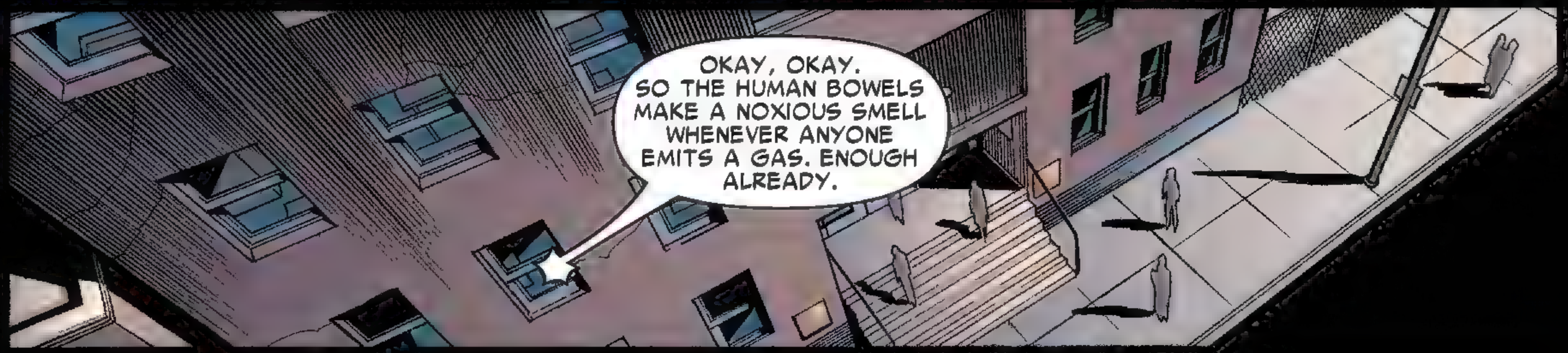


YOU'RE A VERY SPECIAL BOY, YOU KNOW THAT, PETER? THANK YOU FOR ASKING ME TO COME AND LIVE BESIDE YOU.

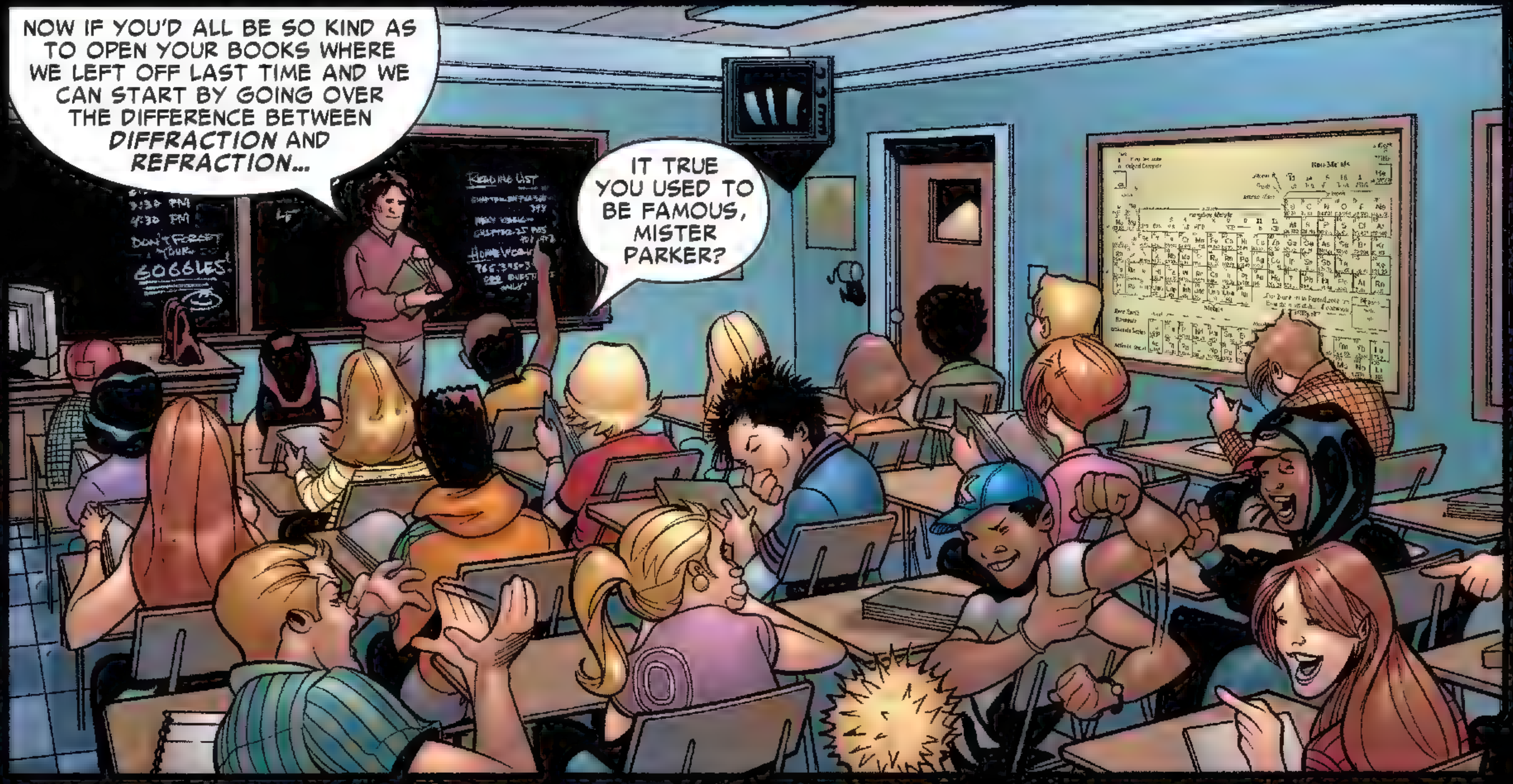


IT'S GONNA BE JUST LIKE THE OLD DAYS, AUNT MAY. BELIEVE ME, MOVING YOU INTO THIS NEW APARTMENT'S GONNA BE THE SMARTEST THING WE'VE DONE IN YEARS.





OKAY, OKAY.
SO THE HUMAN BOWELS
MAKE A NOXIOUS SMELL
WHenever ANYONE
EMITS A GAS. ENOUGH
ALREADY.



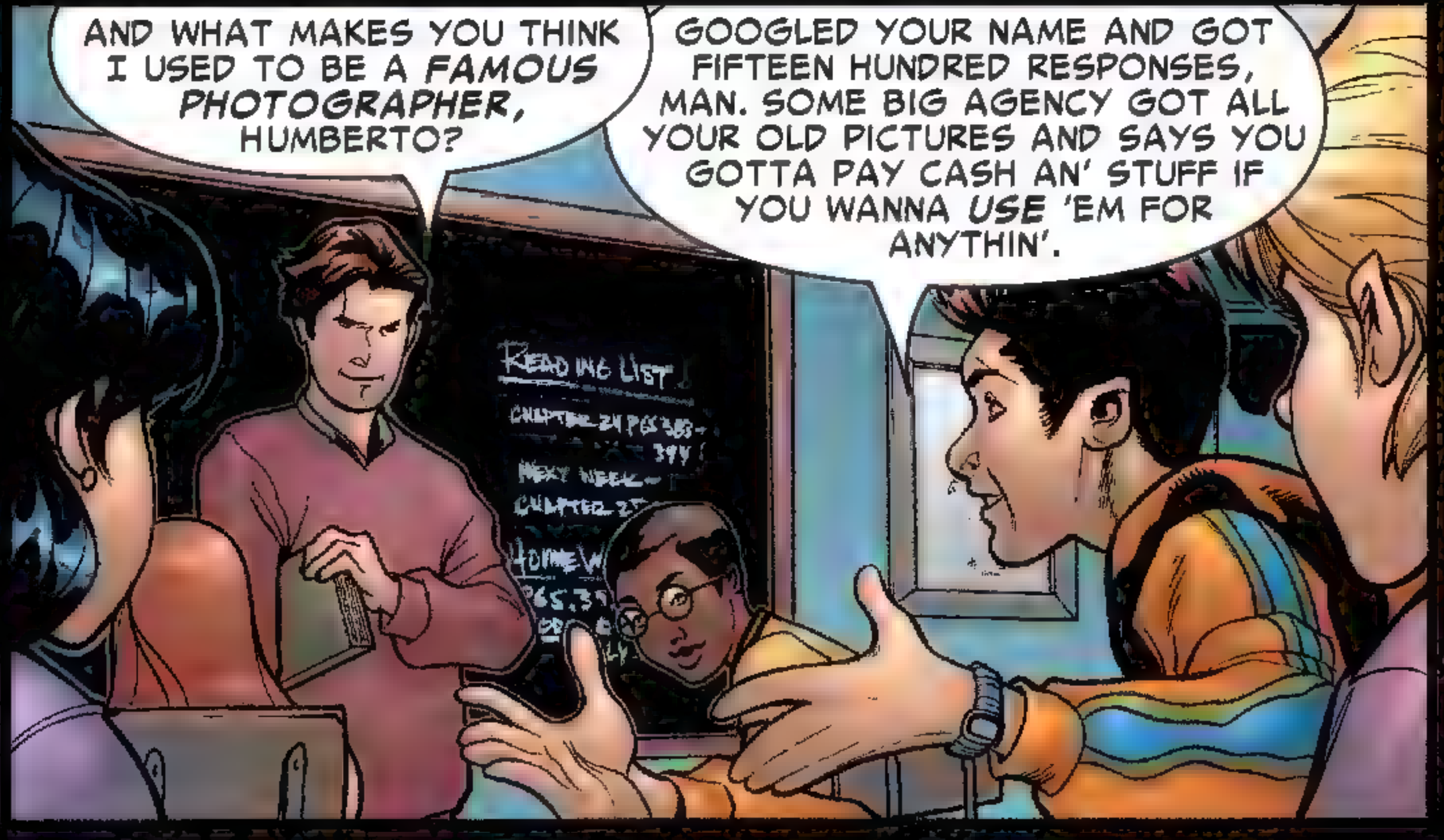
NOW IF YOU'D ALL BE SO KIND AS
TO OPEN YOUR BOOKS WHERE
WE LEFT OFF LAST TIME AND WE
CAN START BY GOING OVER
THE DIFFERENCE BETWEEN
DIFFRACTION AND
REFRACTION...

IT TRUE
YOU USED TO
BE FAMOUS,
MISTER
PARKER?



EXCUSE
ME?

HUMBERTO
SAYS YOU USED
TO BE SOME KINDA
ACE-PHOTOGRAPHER
WORKED FOR THE
BUGLE AND GOT ALL
THEIR **SPIDER-MAN**
PICTURES AND STUFF.
IZZAT TRUE?



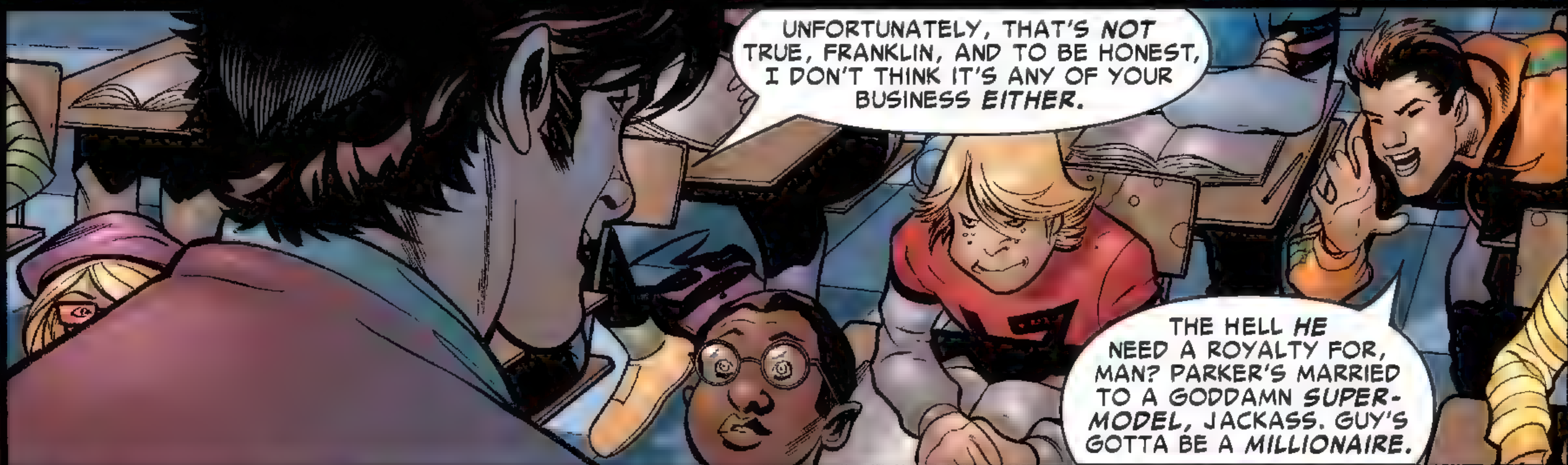
AND WHAT MAKES YOU THINK
I USED TO BE A FAMOUS
PHOTOGRAPHER,
HUMBERTO?

GOOGLED YOUR NAME AND GOT
FIFTEEN HUNDRED RESPONSES,
MAN. SOME BIG AGENCY GOT ALL
YOUR OLD PICTURES AND SAYS YOU
GOTTA PAY CASH AN' STUFF IF
YOU WANNA USE 'EM FOR
ANYTHIN'.



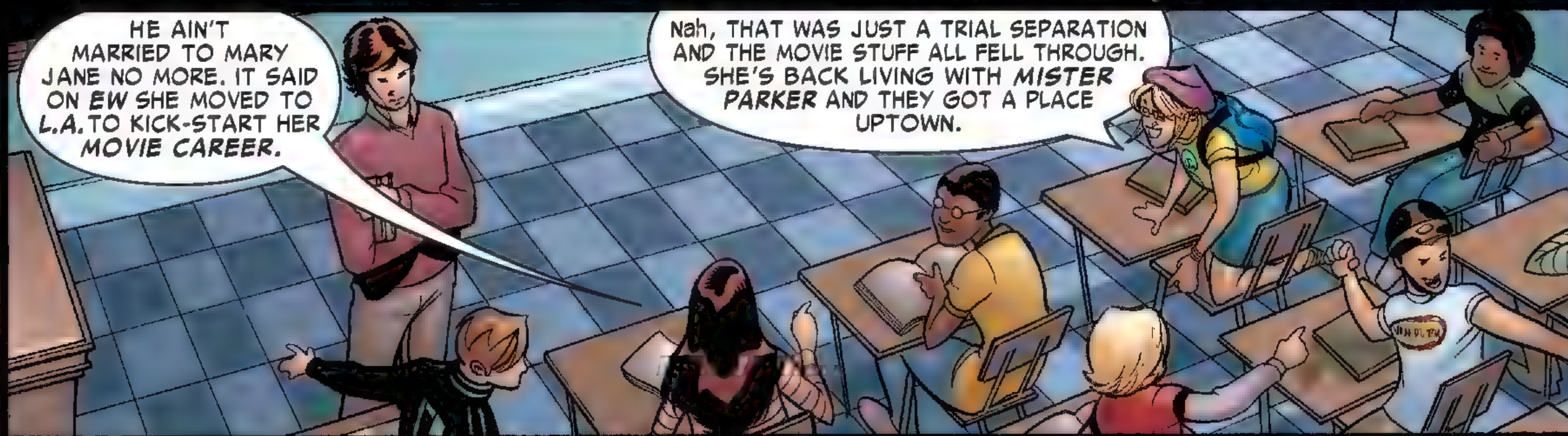
YEAH, SAW THE FREE TOUR ON THAT SITE,
MAN: **SPIDER-MAN** KICKING **ELECTRO** IN THE NUTS,
SPIDER-MAN FIGHTING THAT **DOCTOR OCTOPUS**
GUY WITH THOSE **BIG STEEL ARMS**
AN' STUFF.

IT TRUE YOU
GET SOME KINDA
ROYALTY EVERY TIME
THOSE PICTURES GET
USED SOMEWHERE,
MISTER PARKER?



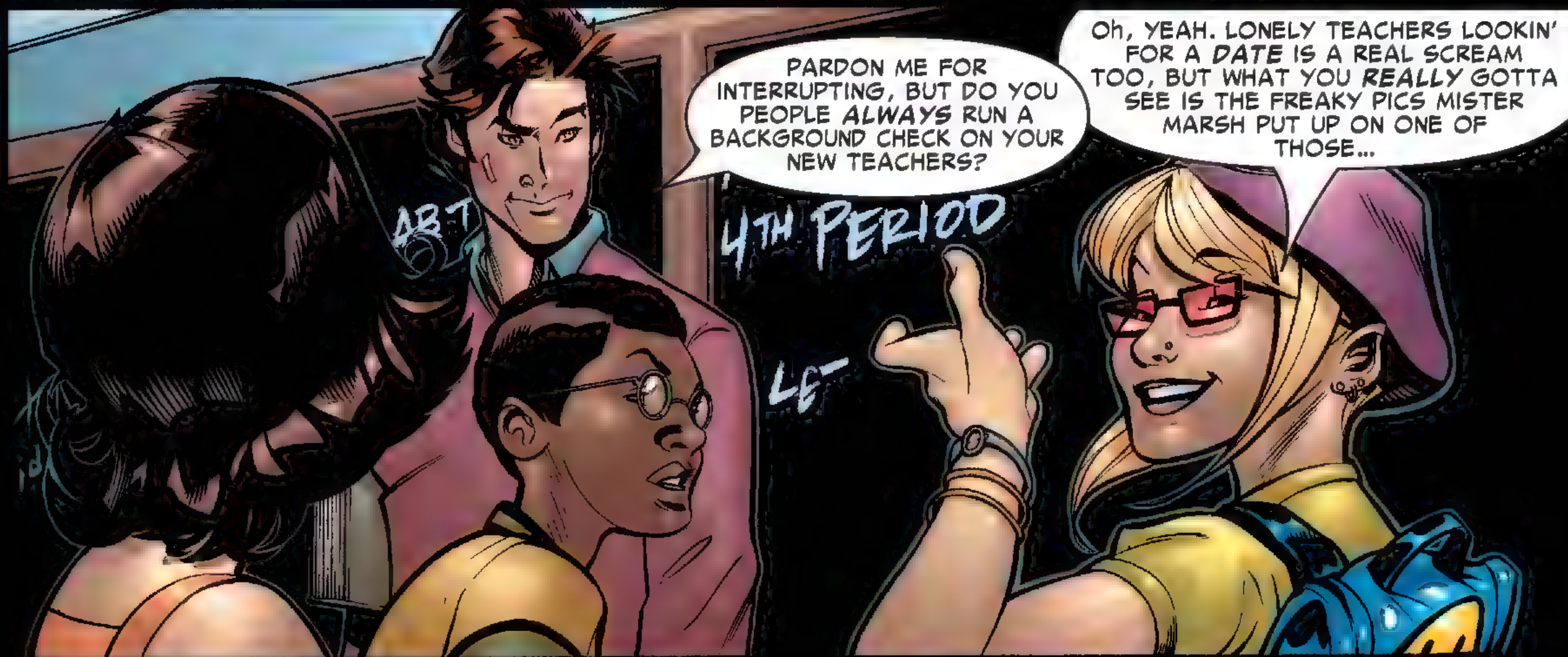
UNFORTUNATELY, THAT'S NOT TRUE, FRANKLIN, AND TO BE HONEST, I DON'T THINK IT'S ANY OF YOUR BUSINESS EITHER.

THE HELL HE NEED A ROYALTY FOR, MAN? PARKER'S MARRIED TO A GODDAMN SUPER-MODEL, JACKASS. GUY'S GOTTA BE A MILLIONAIRE.



HE AIN'T MARRIED TO MARY JANE NO MORE. IT SAID ON EW SHE MOVED TO L.A. TO KICK-START HER MOVIE CAREER.

Nah, THAT WAS JUST A TRIAL SEPARATION AND THE MOVIE STUFF ALL FELL THROUGH. SHE'S BACK LIVING WITH MISTER PARKER AND THEY GOT A PLACE UPTOWN.



PARDON ME FOR INTERRUPTING, BUT DO YOU PEOPLE ALWAYS RUN A BACKGROUND CHECK ON YOUR NEW TEACHERS?

Oh, YEAH. LONELY TEACHERS LOOKIN' FOR A DATE IS A REAL SCREAM TOO, BUT WHAT YOU REALLY GOTTA SEE IS THE FREAKY PICS MISTER MARSH PUT UP ON ONE OF THOSE...

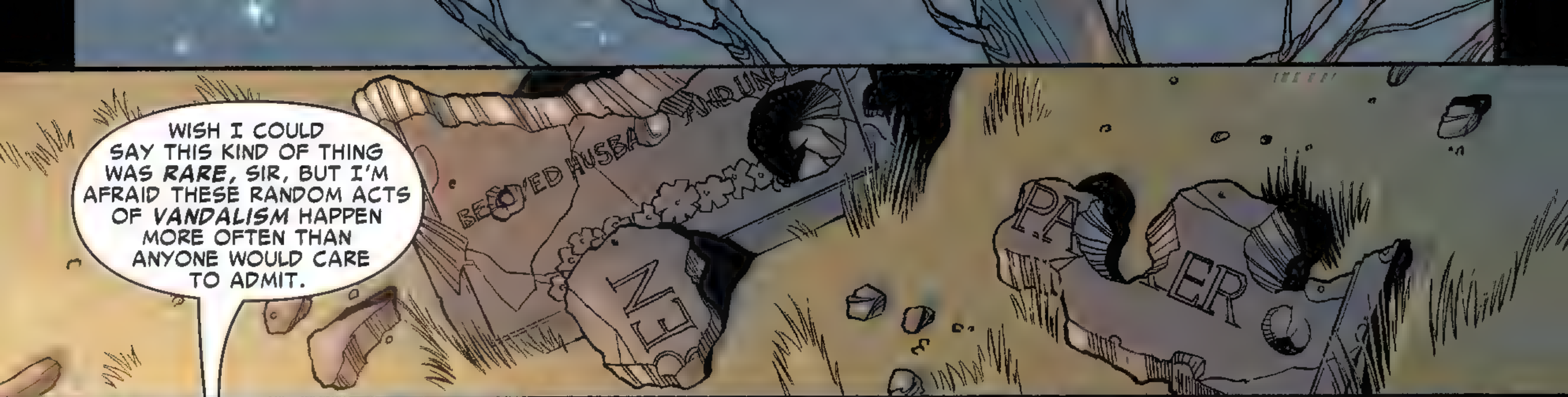


TELEPHONE CALL FOR YOU, MISTER PARKER.

THANK YOU, MISTER MARSH.



CITY COUNCIL ON THE LINE AND IT DOESN'T SOUND LIKE JURY DUTY, BUDDY.



WISH I COULD SAY THIS KIND OF THING WAS **RARE**, SIR, BUT I'M AFRAID THESE RANDOM ACTS OF **VANDALISM** HAPPEN MORE OFTEN THAN ANYONE WOULD CARE TO ADMIT.



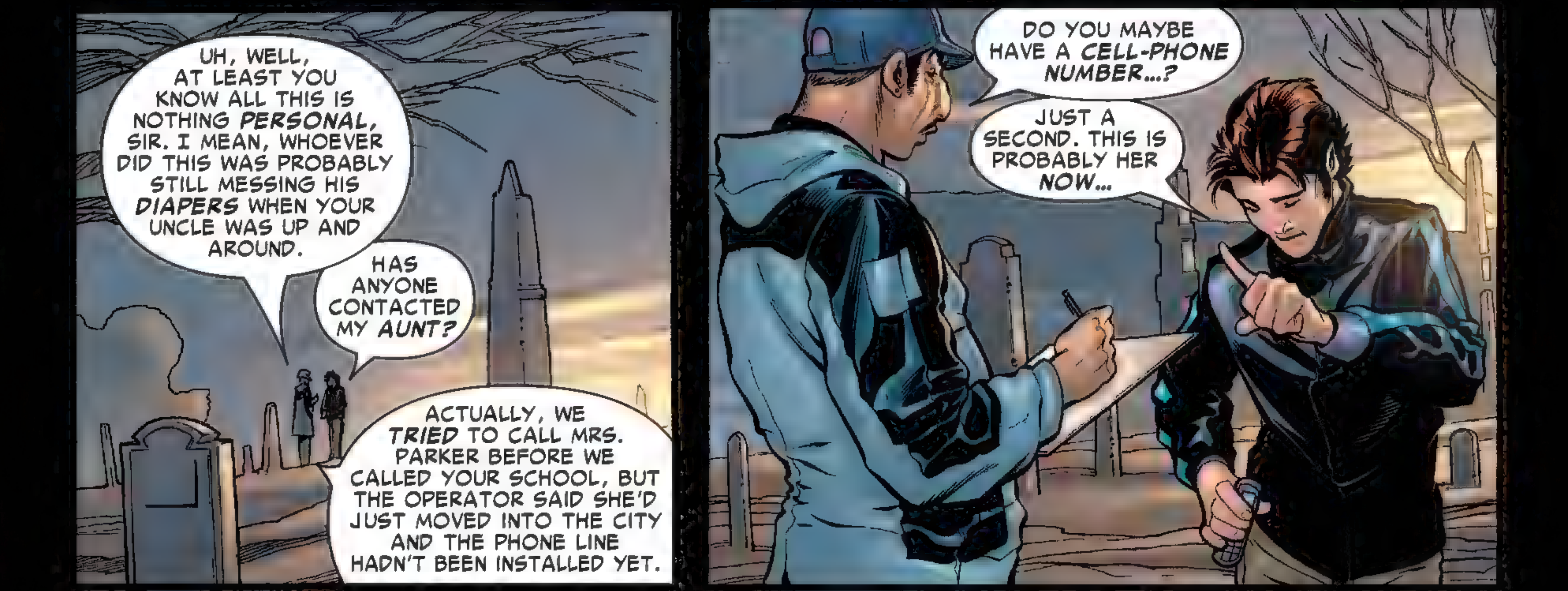
THAT SAID, IT IS UNUSUAL FOR KIDS TO JUST SINGLE OUT ONE SPECIFIC HEADSTONE LIKE THIS. IT'S PROBABLY JUST A **ROTTEN FLUKE** THIS TURNED OUT TO BE YOUR FATHER'S BURIAL PLOT.

UNCLE.



WHAT?

BEN PARKER WAS MY UNCLE. I NEVER ACTUALLY **KNEW** MY REAL FATHER. HE DIED WHEN I WAS JUST A LITTLE KID.



UH, WELL, AT LEAST YOU KNOW ALL THIS IS NOTHING **PERSONAL**, SIR. I MEAN, WHOEVER DID THIS WAS PROBABLY STILL MESSING HIS **DIAPERS** WHEN YOUR UNCLE WAS UP AND AROUND.

HAS ANYONE CONTACTED MY AUNT?

ACTUALLY, WE TRIED TO CALL MRS. PARKER BEFORE WE CALLED YOUR SCHOOL, BUT THE OPERATOR SAID SHE'D JUST MOVED INTO THE CITY AND THE PHONE LINE HADN'T BEEN INSTALLED YET.

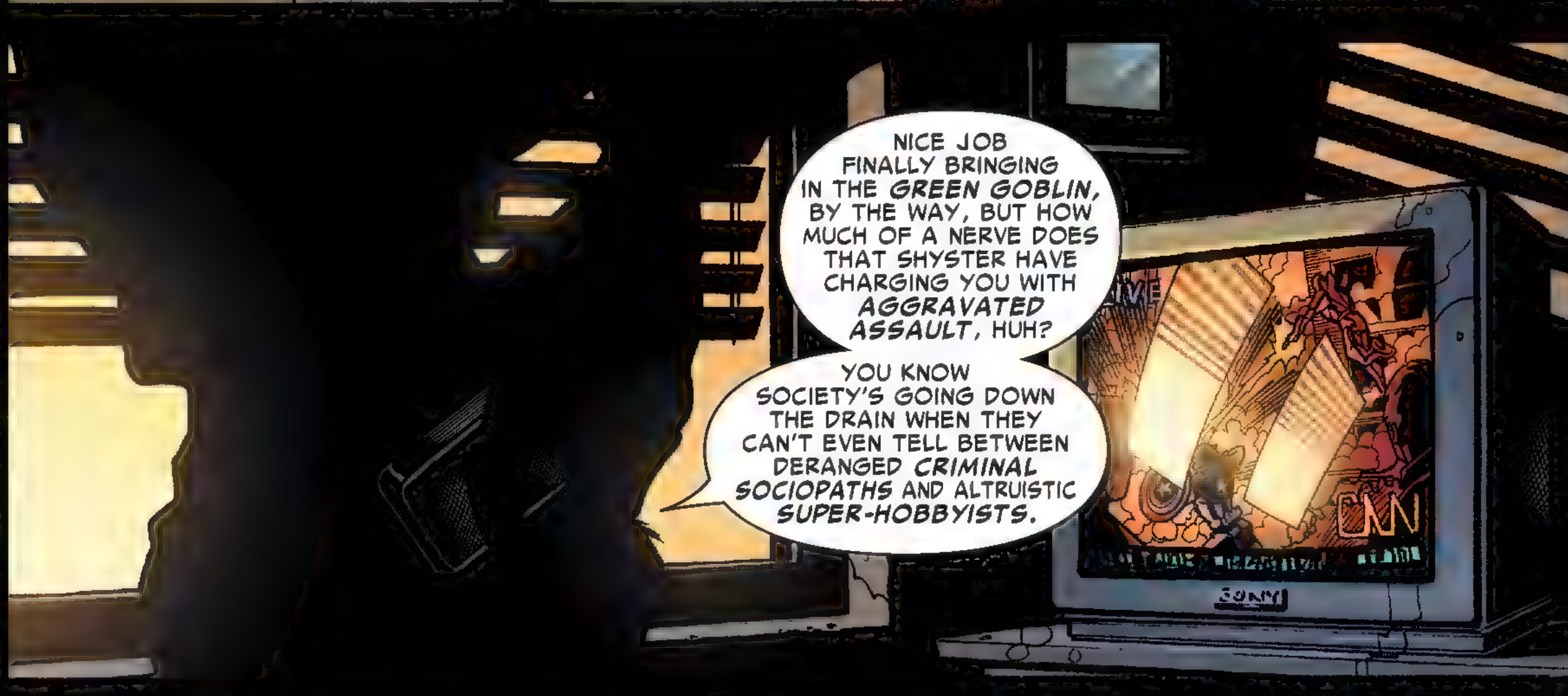
DO YOU MAYBE HAVE A **CELL-PHONE** NUMBER...?

JUST A SECOND. THIS IS PROBABLY HER NOW...



AUNT MAY?

NOT EVEN CLOSE, SPIDER-MAN...



NICE JOB FINALLY BRINGING IN THE **GREEN GOBLIN**, BY THE WAY, BUT HOW MUCH OF A NERVE DOES THAT SHYSTER HAVE CHARGING YOU WITH **AGGRAVATED ASSAULT**, HUH?

YOU KNOW SOCIETY'S GOING DOWN THE DRAIN WHEN THEY CAN'T EVEN TELL BETWEEN **DERANGED CRIMINAL SOCIOPATHS** AND **ALTRUISTIC SUPER-HOBBYISTS**.



I'M SORRY. I THINK YOU'VE MADE A MISTAKE HERE...

OH, PLEASE. LET'S BE ADULTS ABOUT THIS, PARKER. WASN'T DEFILING YOUR UNCLE'S GRAVE ENOUGH? DO I REALLY HAVE TO DO SOMETHING TRULY AWFUL HERE?



WHAT DO YOU WANT?

I JUST WANT YOU TO REALIZE HOW BAD THINGS CAN GET VERY, VERY QUICKLY WHEN SOMETHING AS SIMPLE AS YOUR REAL NAME FALLS INTO THE WRONG HANDS, SPIDER-MAN.



WHAT ARE YOU TALKING ABOUT?

"CARE FOR A WHEATCAKE, SWEETIE?"

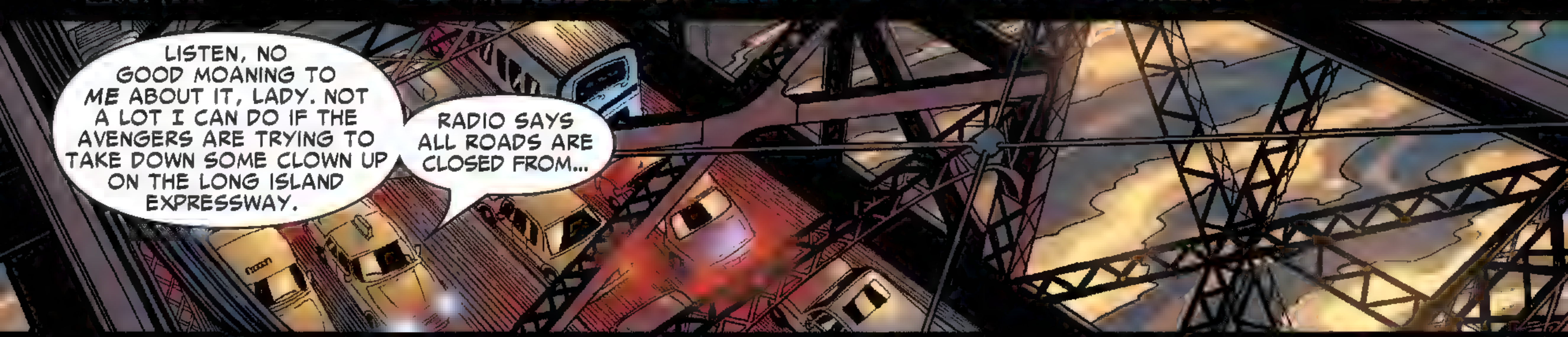


MISTER PARKER?

IS EVERYTHING OKAY, SIR?

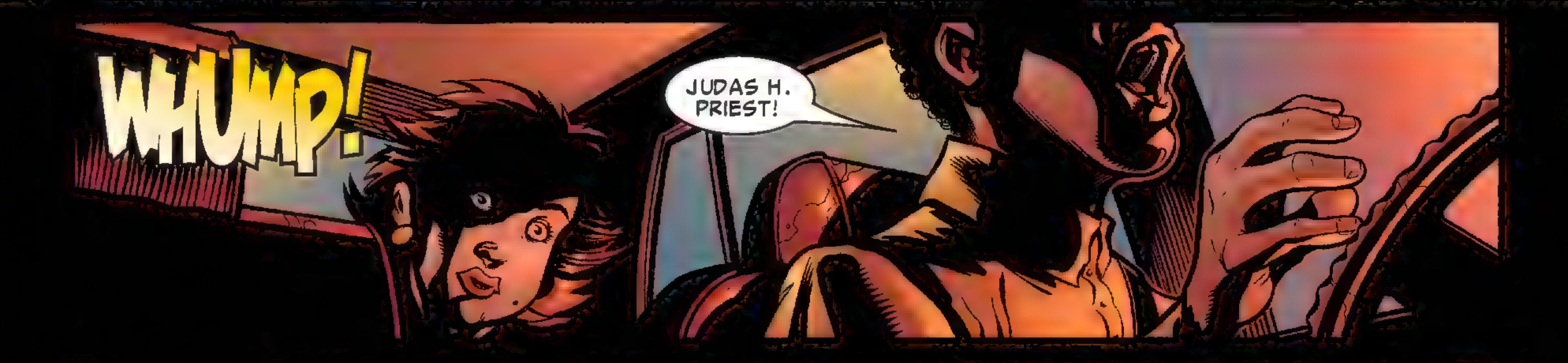
I'M SORRY. I'VE JUST HAD A FAMILY EMERGENCY AND I'VE...

SORRY.



LISTEN, NO GOOD MOANING TO ME ABOUT IT, LADY. NOT A LOT I CAN DO IF THE AVENGERS ARE TRYING TO TAKE DOWN SOME CLOWN UP ON THE LONG ISLAND EXPRESSWAY.

RADIO SAYS ALL ROADS ARE CLOSED FROM...

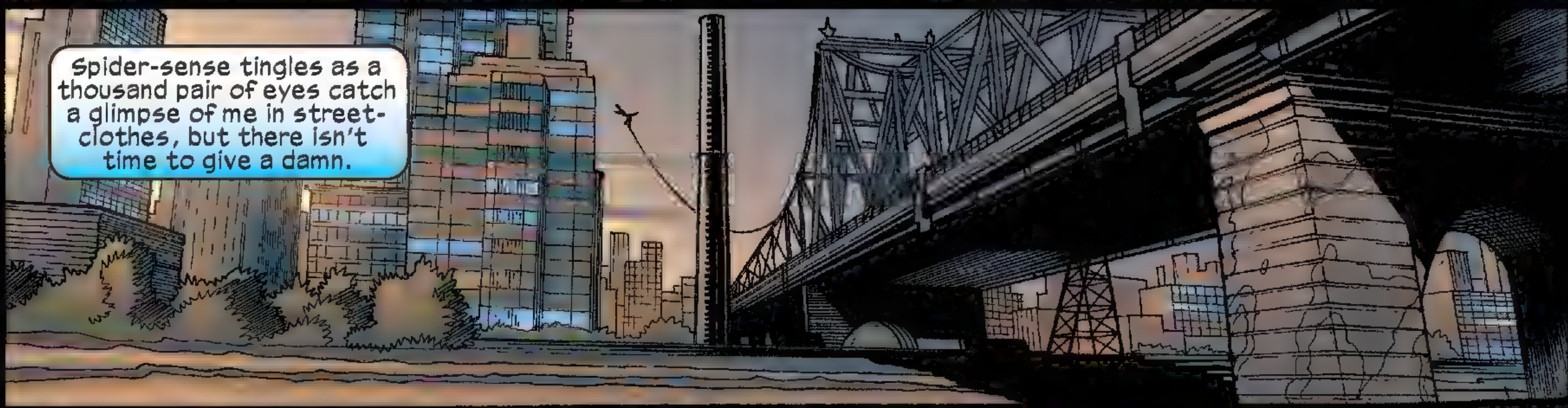


WHUMP!

JUDAS H. PRIEST!



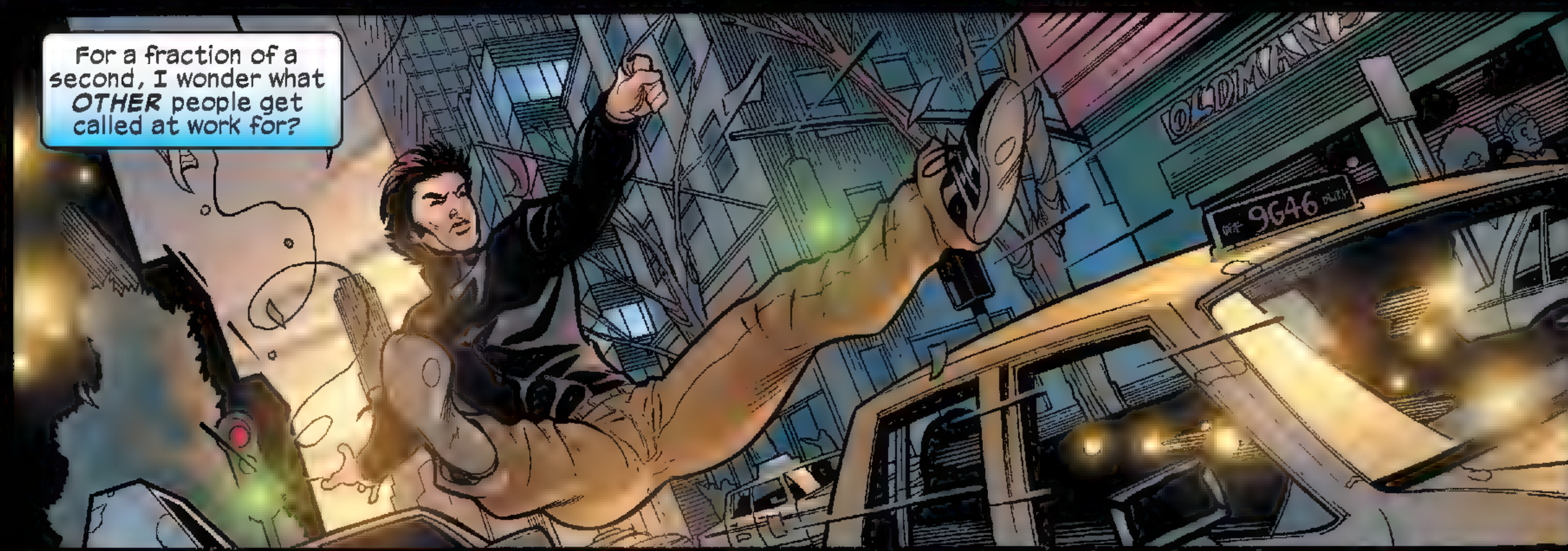
WHAT THE HELL WAS THAT?



Spider-sense tingles as a thousand pair of eyes catch a glimpse of me in street-clothes, but there isn't time to give a damn.



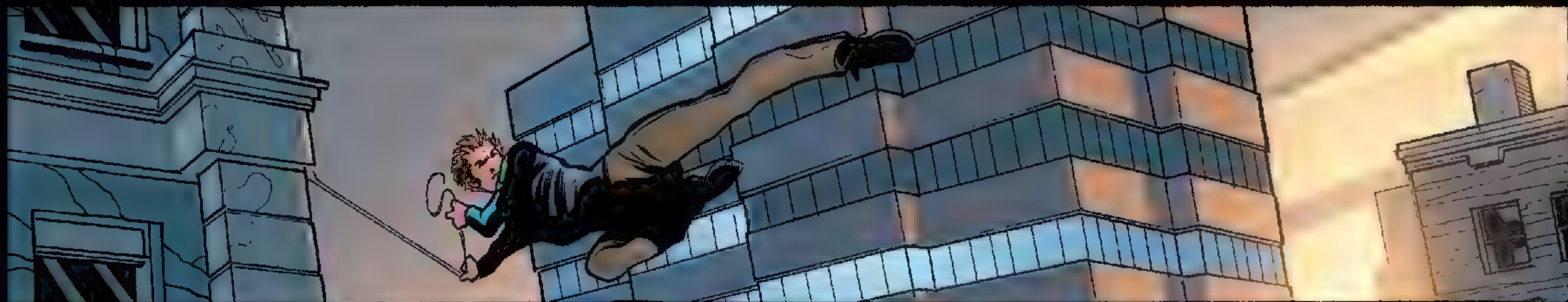
Just have to hope I'm flea-jumping around too fast to be anything more accurate than average height, average build and brown hair at the worst.



For a fraction of a second, I wonder what **OTHER** people get called at work for?



Their **APARTMENT** got flooded? Their kid got sick at **SCHOOL**? Their secret identity's just been figured out by a guy with a voice like **CUT GLASS**?



Or is
that just
ME again?



Please don't let me be
too late. Please don't
let it be my fault that
another one of my
family is lying there
twitching and shivering
on the *CARPET*.



**AUNT
MAY!**





MARVEL KNIGHTS SPIDER-MAN #2
TERRY DODSON, RACHEL DODSON & MATT MILLA

DOWN AMONG THE DEAD MEN

PART
2 OF 4

MARY JANE,
I WANT YOU
TO GO.





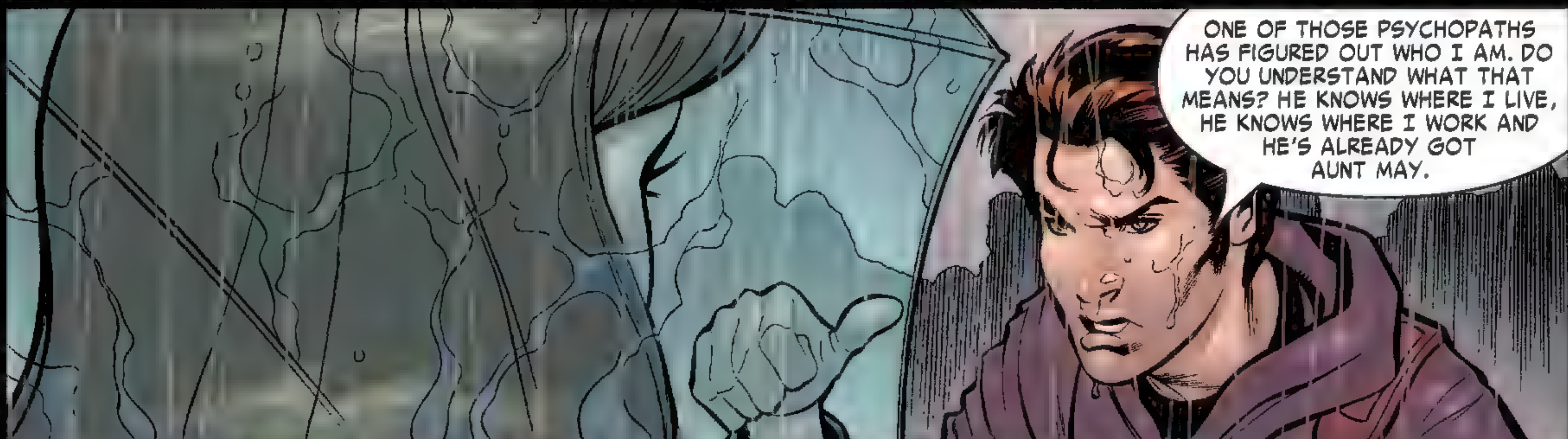
NOT A CHANCE. I'M NOT LEAVING YOU BEHIND AT A TIME LIKE THIS.

PLEASE, JUST GET IN THE CAB. THE LONGER WE SPEND STANDING AROUND ARGUING, THE MORE DANGER YOU'RE IN. YOU KNOW MY SPIDER-SENSE DOESN'T WORK WELL IN THE RAIN.



NO WAY, PETER. IT'S OUT OF THE QUESTION.

MJ, WOULD YOU LISTEN TO ME FOR A SECOND? WOULD YOU LISTEN TO WHAT I'M SAYING? THIS ISN'T THE LIZARD ON THE LOOSE AGAIN. THIS ISN'T THE RHINO ROBBING A BANK HERE.



ONE OF THOSE PSYCHOPATHS HAS FIGURED OUT WHO I AM. DO YOU UNDERSTAND WHAT THAT MEANS? HE KNOWS WHERE I LIVE, HE KNOWS WHERE I WORK AND HE'S ALREADY GOT AUNT MAY.

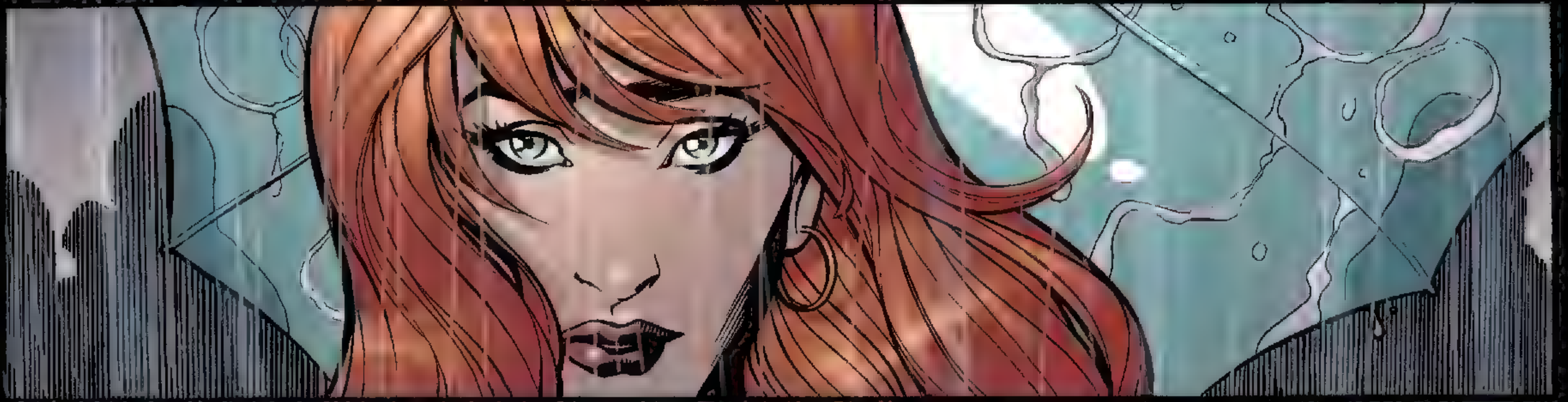


NOW PLEASE: I KNOW YOU MEAN WELL. I KNOW YOU'RE ONLY TRYING TO HELP, BUT THE BEST WAY YOU CAN SUPPORT ME HERE IS BY GETTING ON THAT PLANE AND DISAPPEARING FOR A WHILE.

BUT, PETER, IF HE WAS COMING AFTER ME, DON'T YOU THINK HE'D HAVE ALREADY...?

MARY JANE, WOULD YOU PLEASE JUST STOP ARGUING WITH ME?





OKAY, BUT I FEEL LIKE SUCH A LOUSE LEAVING YOU ALONE LIKE THIS.

ON MY OWN'S THE SAFEST WAY TO WORK.

YOU PROMISE ME YOU'LL BE CAREFUL?

I'M ALWAYS CAREFUL.



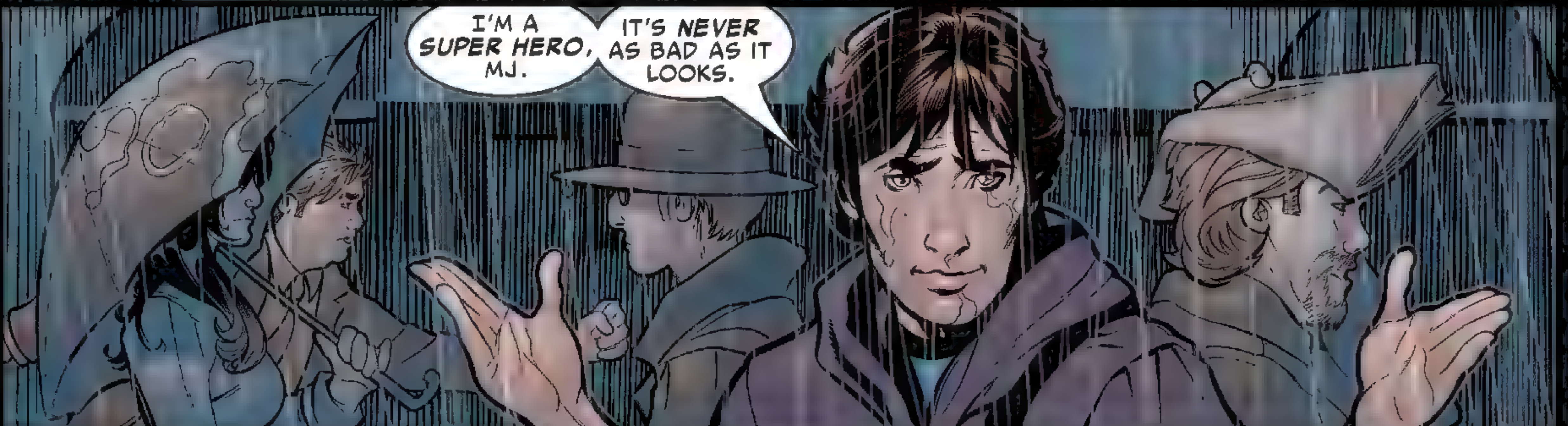
NOW, I'LL CALL YOU TONIGHT AND MAKE SURE EVERYTHING'S OKAY. DON'T FORGET TO PAY CASH WHEN YOU CHECK INTO YOUR HOTEL AND DON'T GIVE ANYONE YOUR REAL NAME, YOU UNDERSTAND?

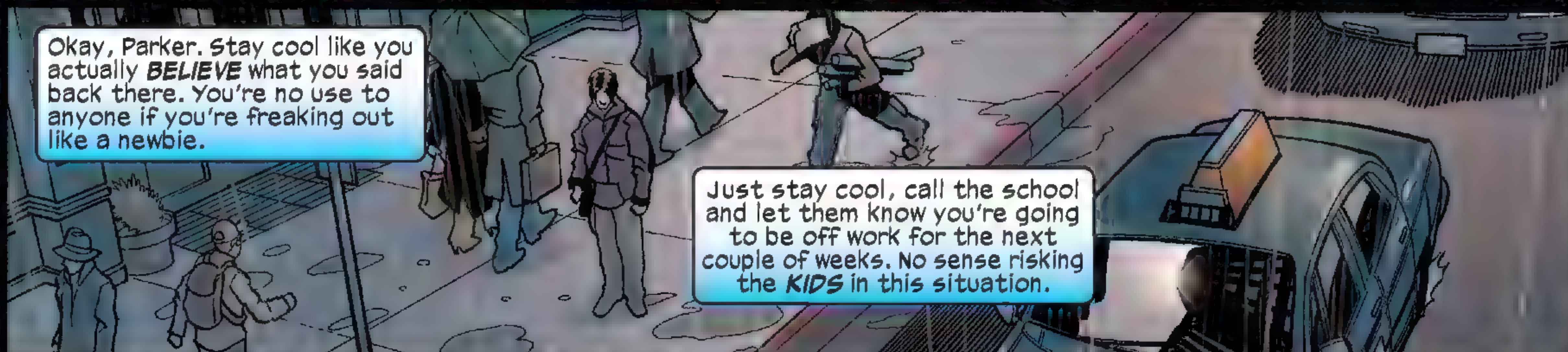
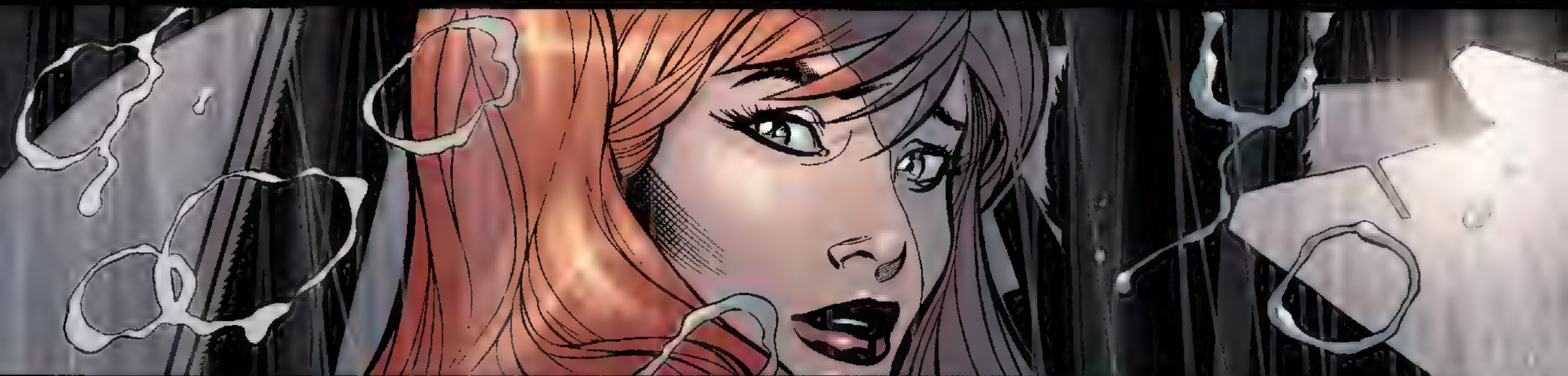
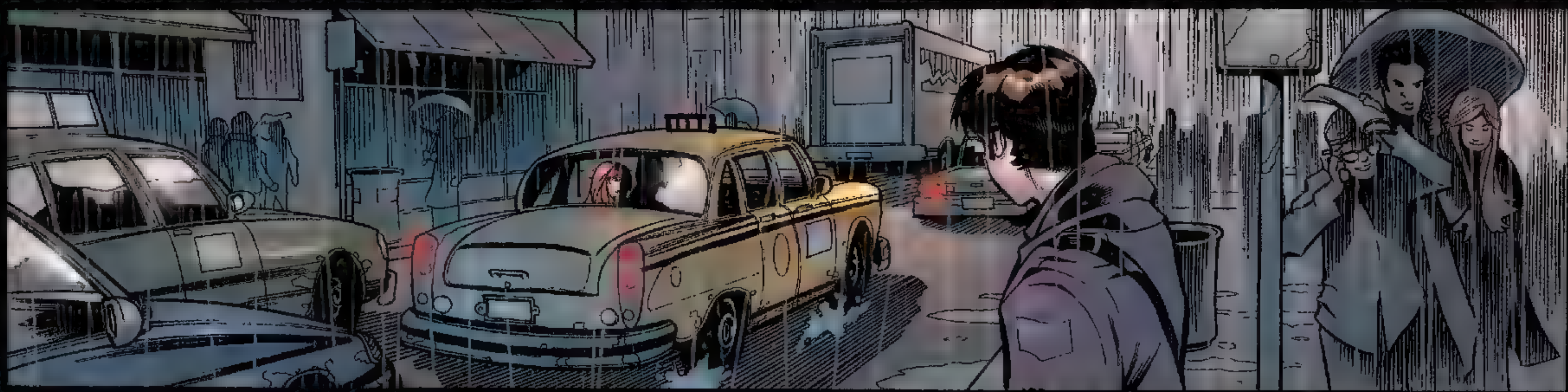


YOU'RE GOING TO FIND HER, AREN'T YOU, PETER? I MEAN THIS IS ALL JUST ANOTHER ONE OF THOSE WEIRD THINGS THAT HAPPENS TO US, RIGHT? TELL ME IT'S NOT AS BAD AS IT LOOKS...



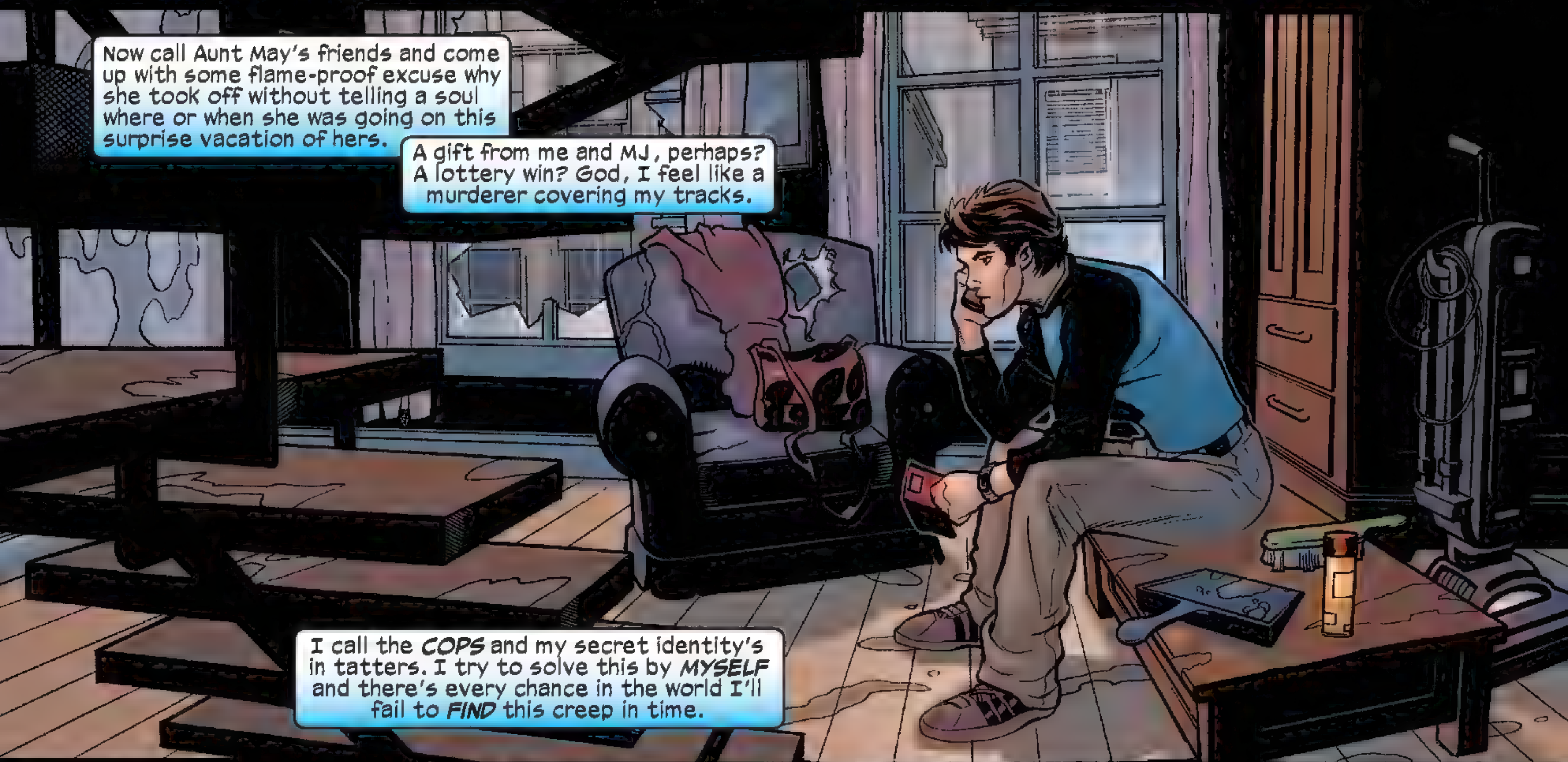
I'M A SUPER HERO, AS BAD AS IT LOOKS.





Okay, Parker. Stay cool like you actually **BELIEVE** what you said back there. You're no use to anyone if you're freaking out like a newbie.

Just stay cool, call the school and let them know you're going to be off work for the next couple of weeks. No sense risking the **KIDS** in this situation.



Now call Aunt May's friends and come up with some flame-proof excuse why she took off without telling a soul where or when she was going on this surprise vacation of hers.

A gift from me and MJ, perhaps? A lottery win? God, I feel like a murderer covering my tracks.

I call the **COPS** and my secret identity's in tatters. I try to solve this by **MYSELF** and there's every chance in the world I'll fail to **FIND** this creep in time.



Ordinary people have 911 for situations like this. Who the hell do **SUPER-PEOPLE** call in emergencies?



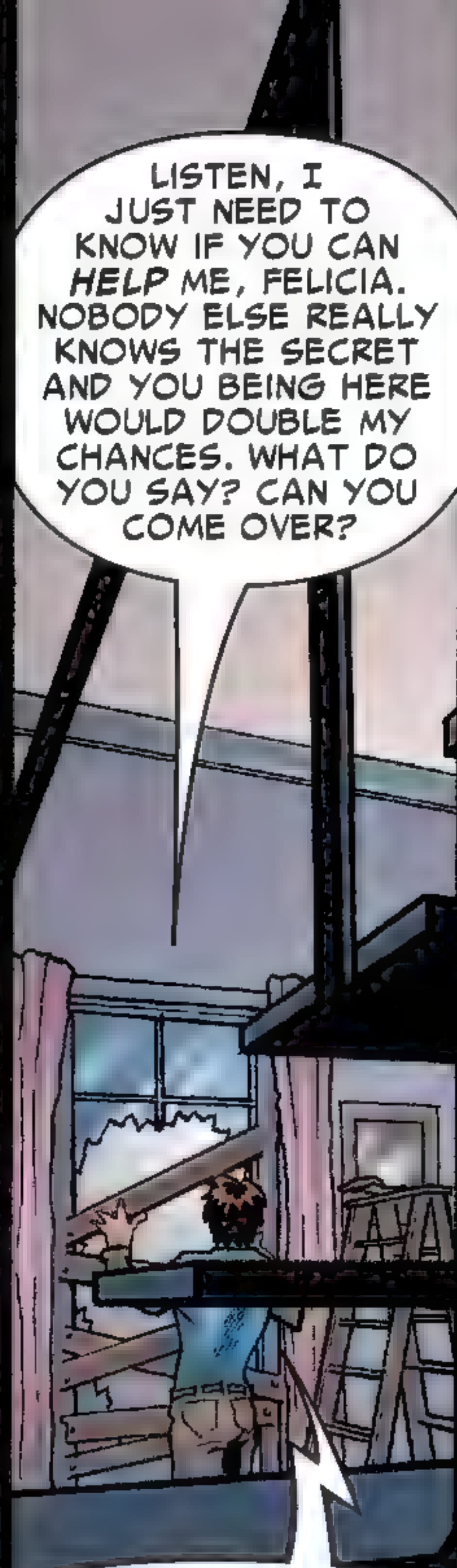
SNATCHED FROM HER APARTMENT?

JEEZUS.



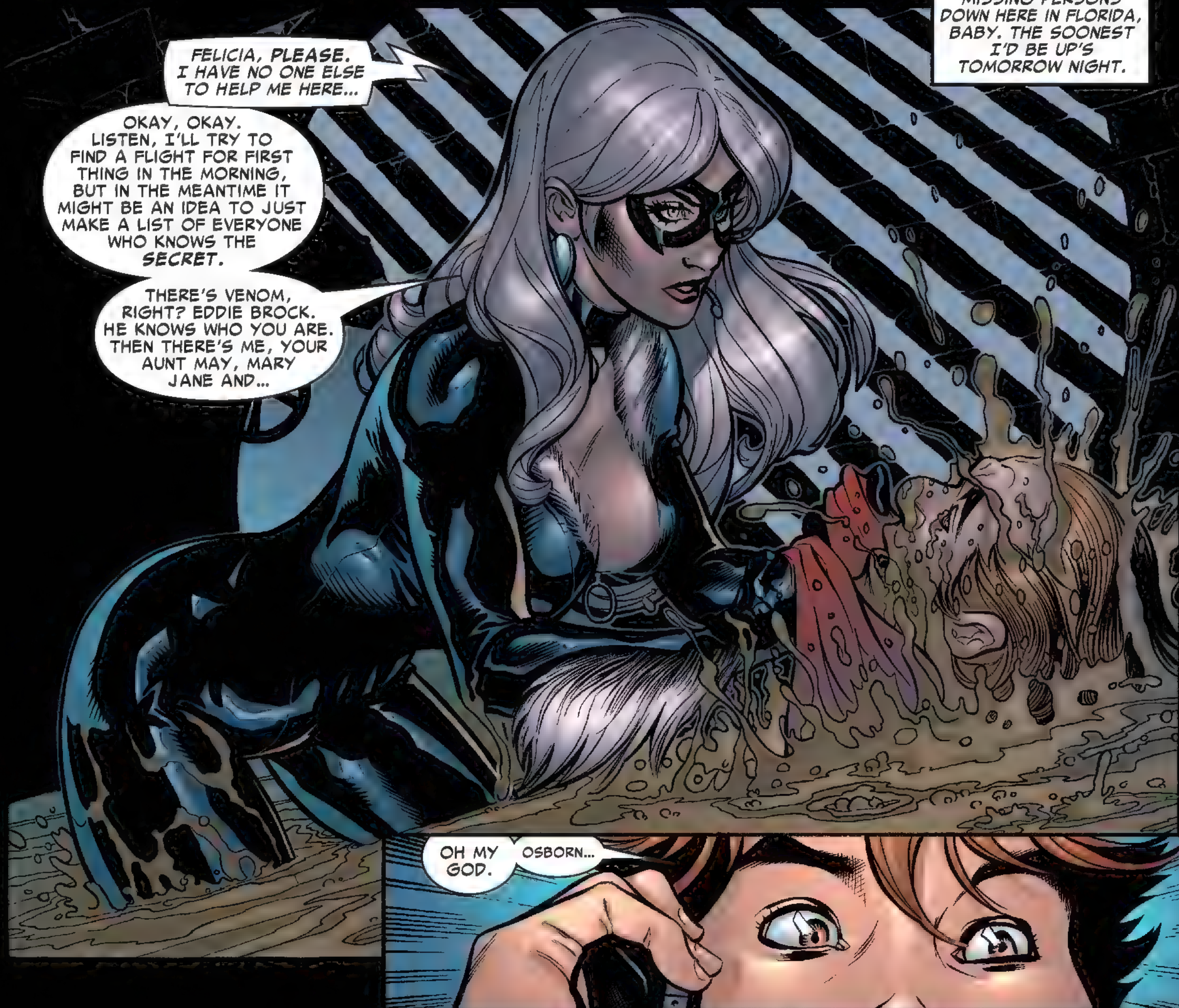
YOU KNOW I'M NO ANGEL, PETER, BUT THERE'S A LINE EVEN **BLACK CATS** DON'T CROSS. YOU DON'T TRY TO PEEK UNDER THE MASKS, AND YOU DON'T USE PEOPLE'S FAMILIES AGAINST THEM.

POOR OLD MAY MUST BE, WHAT, **SEVENTY** BY NOW?



LISTEN, I JUST NEED TO KNOW IF YOU CAN **HELP** ME, FELICIA. NOBODY ELSE REALLY KNOWS THE SECRET AND YOU BEING HERE WOULD DOUBLE MY CHANCES. WHAT DO YOU SAY? CAN YOU COME OVER?

GOD, YOU KNOW I'D BE THERE LIKE A **SHOT**, BUT I'M WORKING ON MY OWN MISSING PERSONS DOWN HERE IN FLORIDA, BABY. THE SOONEST I'D BE UP'S TOMORROW NIGHT.



FELICIA, PLEASE. I HAVE NO ONE ELSE TO HELP ME HERE...

OKAY, OKAY. LISTEN, I'LL TRY TO FIND A FLIGHT FOR FIRST THING IN THE MORNING, BUT IN THE MEANTIME IT MIGHT BE AN IDEA TO JUST MAKE A LIST OF EVERYONE WHO KNOWS THE **SECRET**.

THERE'S VENOM, RIGHT? EDDIE BROCK. HE KNOWS WHO YOU ARE. THEN THERE'S ME, YOUR AUNT MAY, MARY JANE AND...

OH MY GOD. OSBORN...

Riker's Island sits three miles from the coast and smells like a cross between an abattoir and a public urinal.

They say, when the winds are low, you can hear downtown traffic when you're standing in their basketball court.

WHAT HAVE YOU DONE WITH HER, OSBORN?

SECURITY, IT SEEMS WE HAVE A BREACH AT CELL FORTY-FIVE.

HE'S ON A TOILET-BREAK. NOW ANSWER THE QUESTION BEFORE I KICK MY WAY IN THERE AND BREAK YOUR NECK, MAN: WHAT THE HELL HAVE YOU DONE WITH HER?

I'M SORRY, PETER, BUT I'M AFRAID YOU'LL HAVE TO SPIT THOSE WORDS OUT A LITTLE MORE SPECIFICALLY...

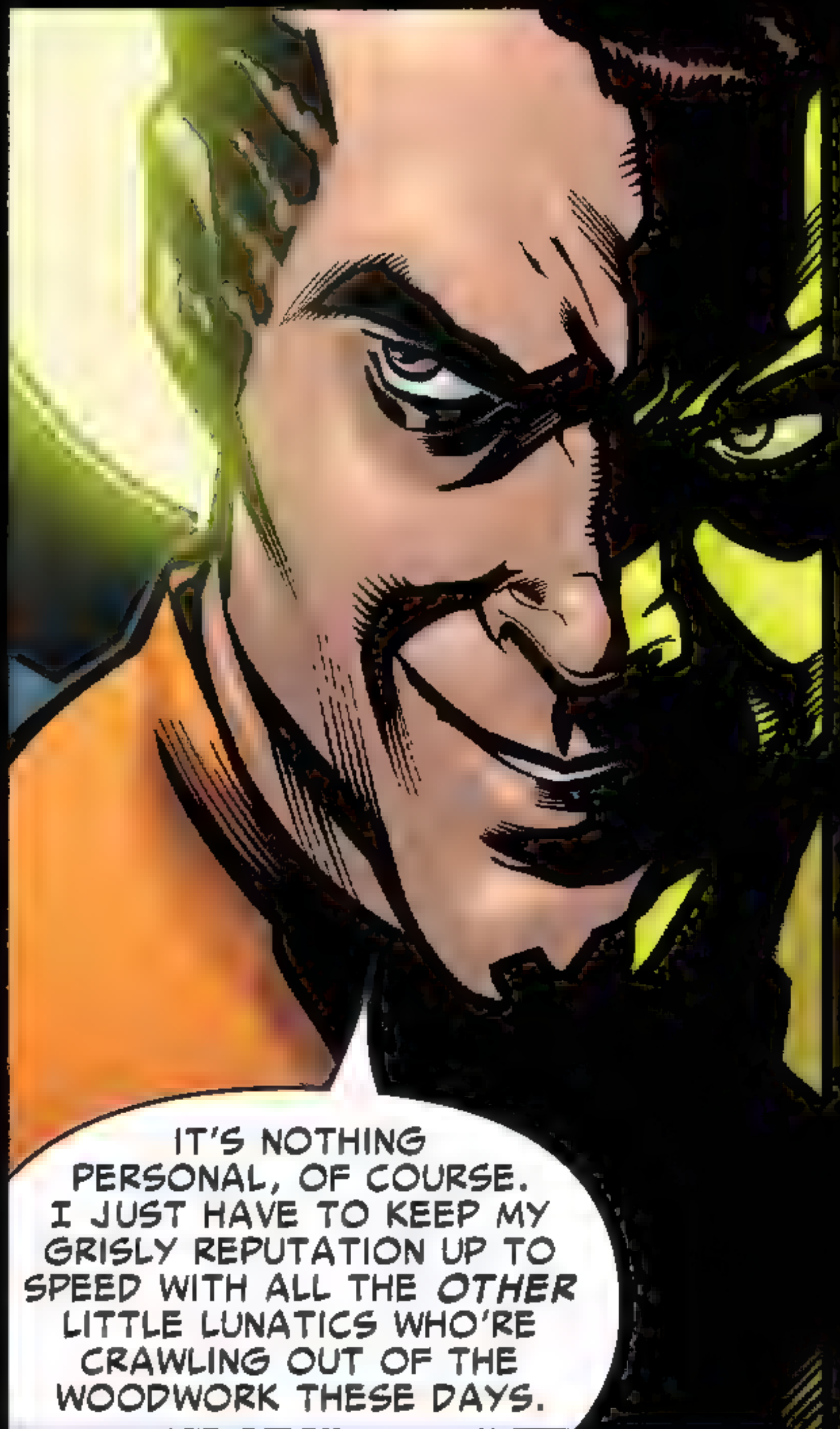
WHAT HAVE YOU DONE WITH MY AUNT MAY?





OH, SURELY YOU DIDN'T THINK I'D ALWAYS BE A NICE GUY AND KEEP YOUR STREET-NAME TO MYSELF, DID YOU? IT'S PRETTY OBVIOUS WHAT'S HAPPENED HERE.

I JUST TOLD A FRIEND THAT, IF YOU EVER SUCCEEDED IN TOSSING ME IN JAIL, I WANTED HIM TO KIDNAP, TORTURE AND EXECUTE YOUR OLDEST LIVING RELATIVE.

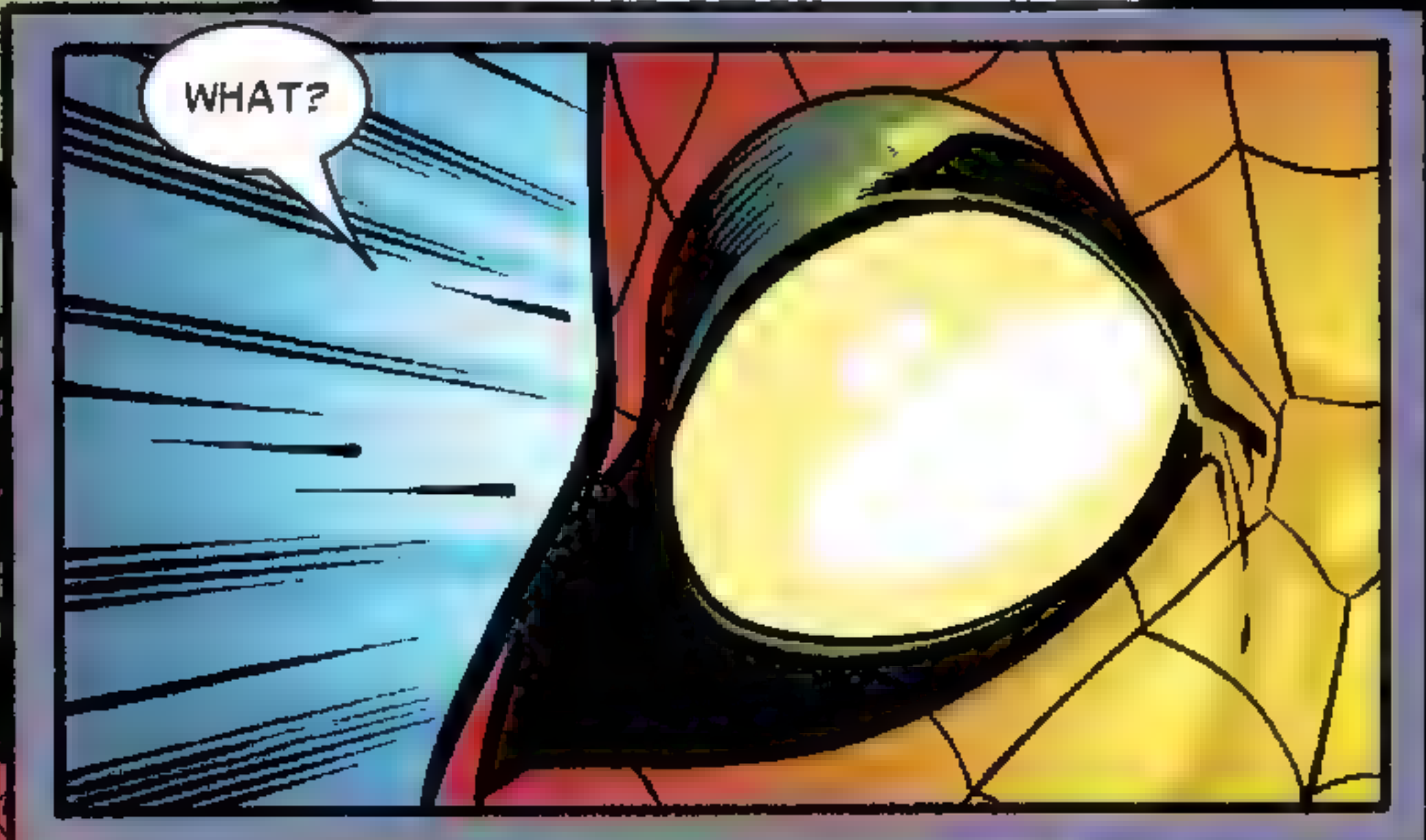


IT'S NOTHING PERSONAL, OF COURSE. I JUST HAVE TO KEEP MY GRISLY REPUTATION UP TO SPEED WITH ALL THE OTHER LITTLE LUNATICS WHO'RE CRAWLING OUT OF THE WOODWORK THESE DAYS.



THEN AGAIN, THERE'S AN EXCELLENT CHANCE THAT I'M JUST TAKING ADVANTAGE OF A GOOD BOY IN A BAD SITUATION.

YOU KNOW, TELLING LIES TO MAKE THIS ALL THE MORE PAINFUL FOR YOU, PARKER?



WHAT?



OH, THIS IS FUNNY.

I COULD KEEP THIS UP ALL NIGHT, I REALLY COULD...



WHEN I LOOK AT YOU THESE DAYS I CAN'T EVEN TELL IF YOU'RE WEARING YOUR MASK ANYMORE, OSBORN.



AND WHEN
I LOOK AT YOU I
SEE AN **ITSY-BITSY**
SPIDER THAT DOESN'T
KNOW WHERE TO
TURN.

HAPPY
HUNTING, LITTLE
MAN.



ENJOY
YOUR **LEAK**, OFFICER
JANKOWICZ?

Who does a super hero call when he's in trouble? The answer, I guess, is a **GANG** of super heroes, although I've always felt that The Avengers didn't **LIKE** me very much.

But they can put me in touch with S.H.I.E.L.D. That's all that matters now. Nick Fury could find a **VIRGIN** in **ARKANSAS**.

UH, HELLO. I NEED TO SPEAK TO CAPTAIN AMERICA, PLEASE.

CERTAINLY, SIR. DO YOU HAVE AN APPOINTMENT TO SEE HIM?

WELL, NO. NOT EXACTLY BUT IT'S REALLY URGENT. I'VE GOT A SERIOUS SITUATION HERE AND I NEED SOME HEAVY-DUTY HELP.

AND WHOM SHOULD I SAY IS AT THE DOOR?

UH, JUST TELL HIM IT'S SPIDER-MAN.

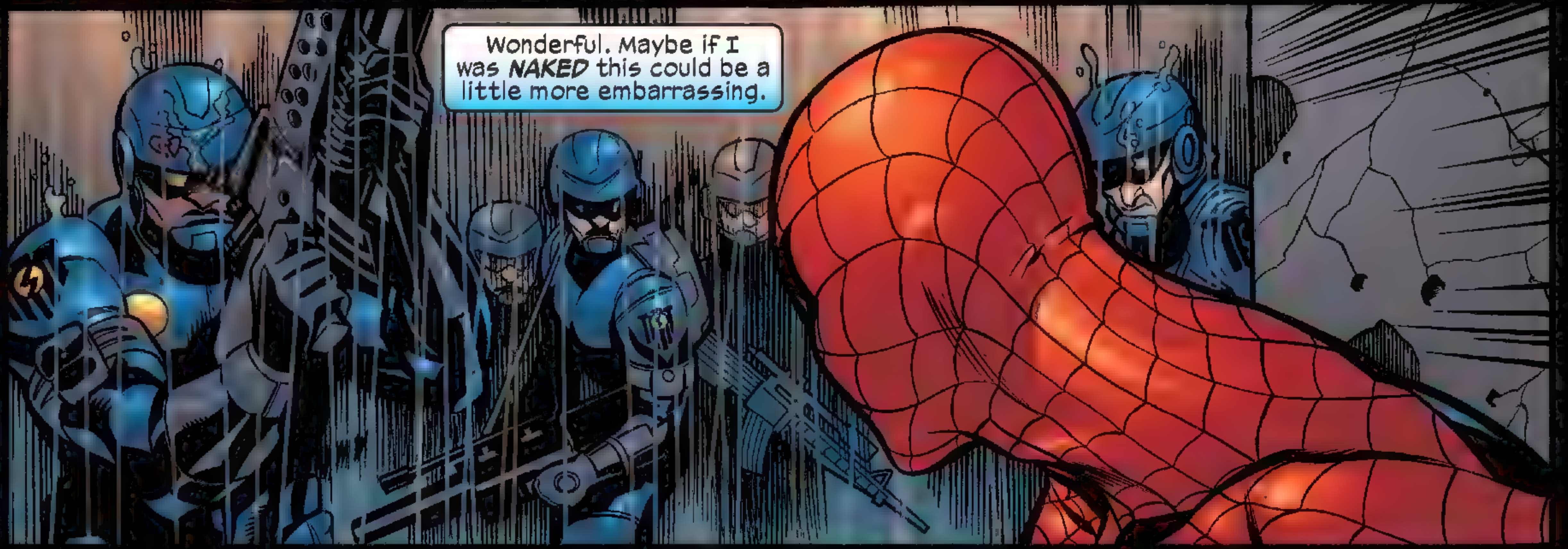
THE AMAZING SPIDER-MAN?

YEAH, LISTEN, I KNOW YOU MUST HAVE IDIOTS SHOWING UP AND DOING THIS ALL THE TIME, BUT IT REALLY IS ME, JARVIS. COULD YOU HIT THE BUZZER AND LET ME IN? I'M GETTING SOAKED OUT HERE.

WELL, IF IT'S REALLY SUCH A DOWNPOUR, SIR, WHY DON'T YOU JUST WEB YOURSELF UP A LITTLE SPIDER-MAN UMBRELLA?

JARVIS, PLEASE! DON'T MAKE ME DO THIS THE HARD WAY! JUST TELL CAP TO COME OUT! YOU DON'T EVEN NEED TO LET ME IN!

GOODNIGHT, YOUNG SIR. I HOPE YOUR FRAT-HOUSE FRIENDS FIND THIS ALL A LITTLE MORE AMUSING THAN THOSE SECURITY PEOPLE MAKING THEIR WAY TOWARDS YOU...

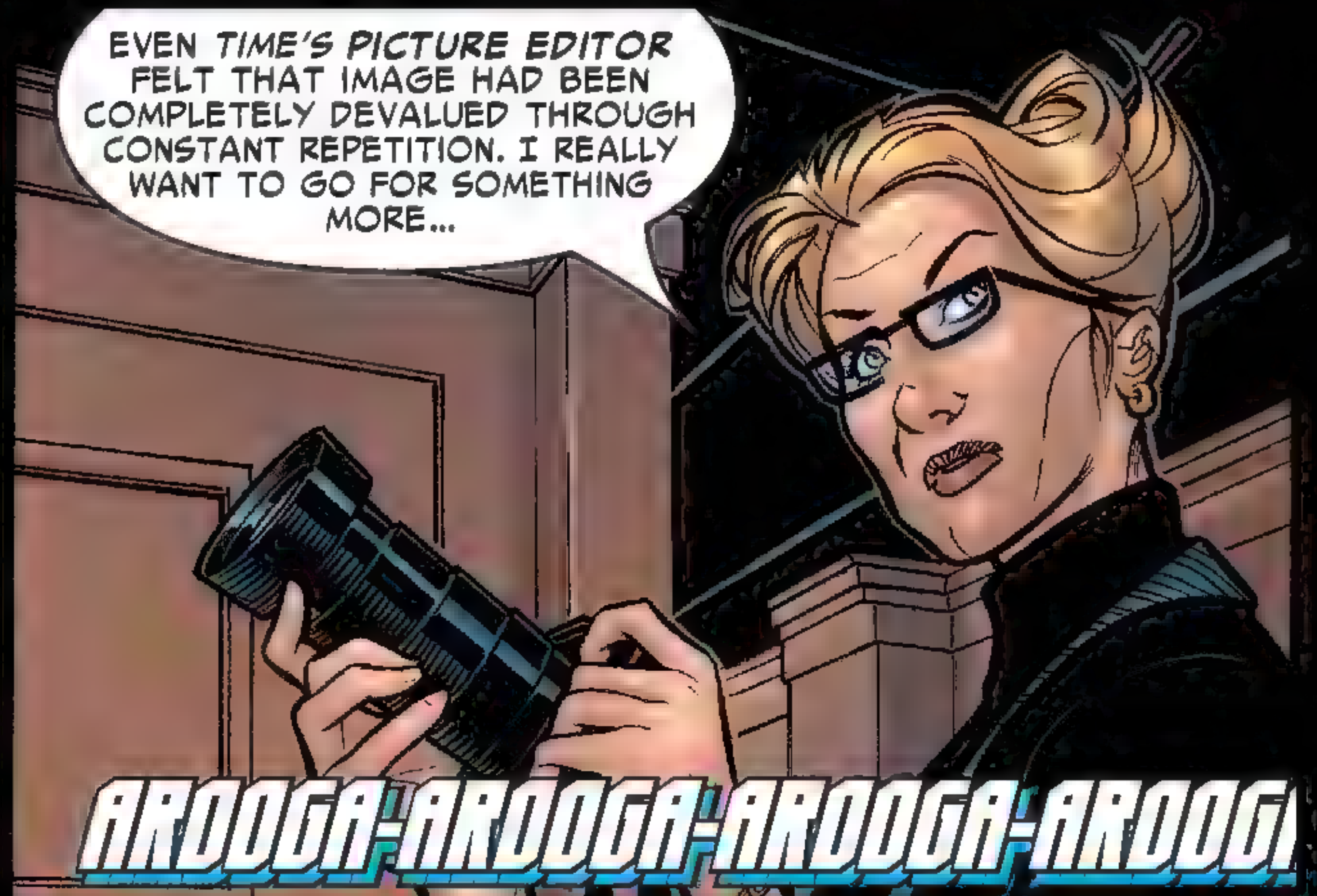


Wonderful. Maybe if I was **NAKED** this could be a little more embarrassing.



I THINK THE PICTURES SHOULD REALLY INSTILL A SENSE OF NATIONAL SECURITY, MISS LIEBOWITZ. YOU KNOW, LIKE THE ONES YOU TOOK OF DICK AND GEORGE WHEN THEY WERE PLOTTING THE WAR IN IRAQ?

I'M OPEN TO ANYTHING EXCEPT ANOTHER DAMN GROUP-SHOT WITH CAPTAIN AMERICA STANDING IN THE MIDDLE AND HOLDING UP HIS SHIELD AGAIN, MISTER STARK.



EVEN TIME'S PICTURE EDITOR FELT THAT IMAGE HAD BEEN COMPLETELY DEVALUED THROUGH CONSTANT REPETITION. I REALLY WANT TO GO FOR SOMETHING MORE...

ARDOGA-ARDOGA-ARDOGA-ARDOGA



WHAT'S THIS? A FIRE-DRILL?

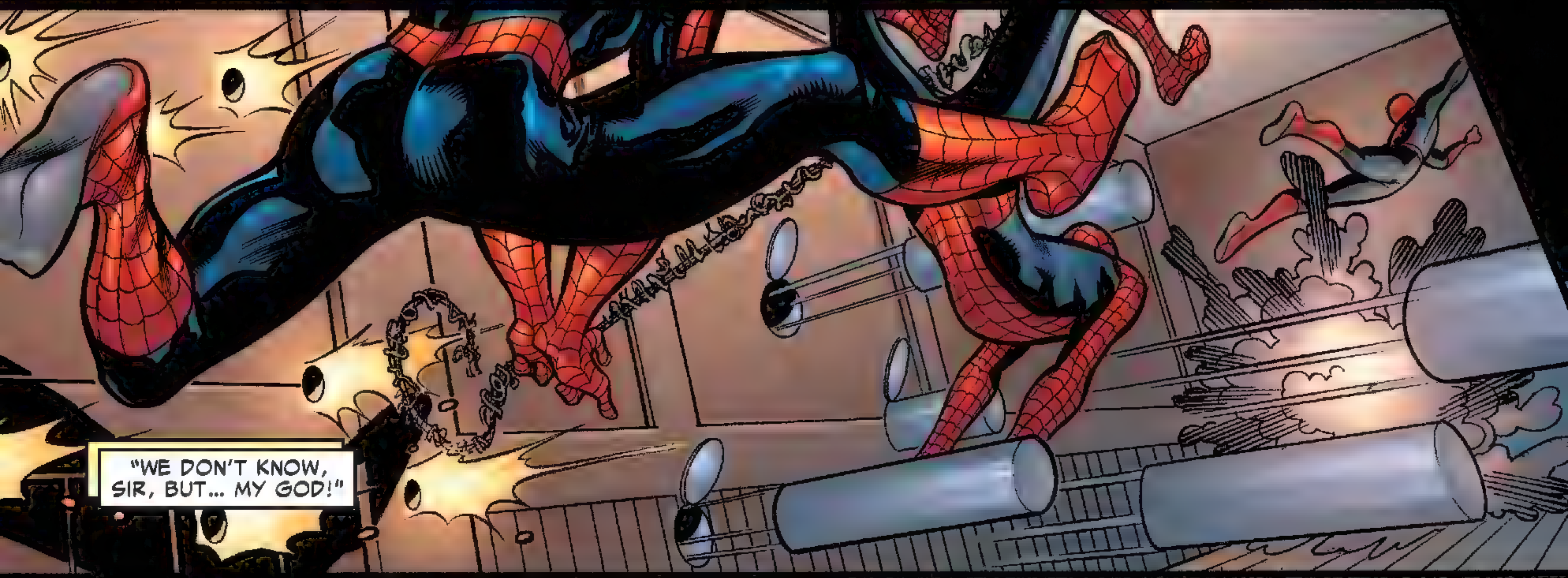
NO, IT SOUNDS LIKE SOMEONE'S BROKEN INTO THE MANSION, DARLING. LOCK YOURSELF IN THE STUDY HERE AND I'LL DOUBLE BACK FOR YOU LATER.



OUT OF THE QUESTION, MISTER SECRETARY. AS LONG AS YOU'RE OUT OF YOUR IRON MAN ARMOR, YOU'RE UNDER **S.H.I.E.L.D.** JURISDICTION.

WE'RE TAKING YOU TO THE NEAREST **PANIC ROOM**, SIR.

WHAT'S GOING ON, BOYS? WHO IS IT?



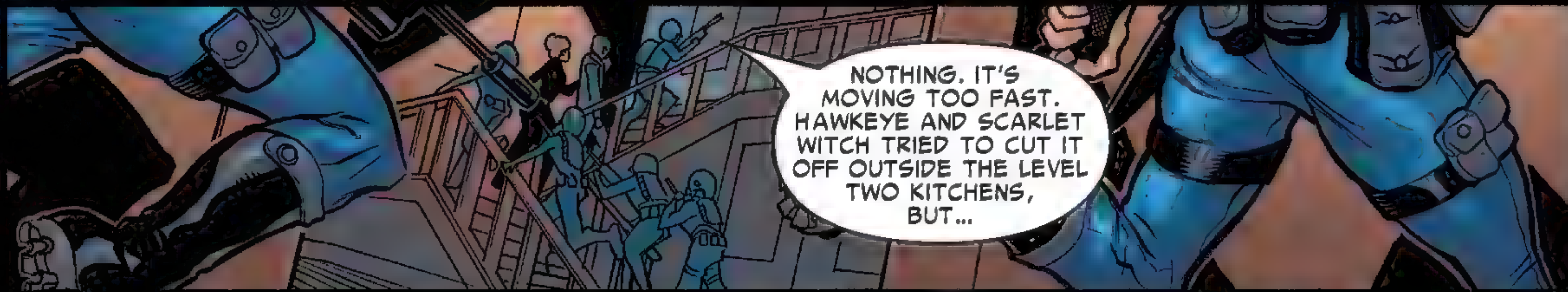
"WE DON'T KNOW,
SIR, BUT... MY GOD!"



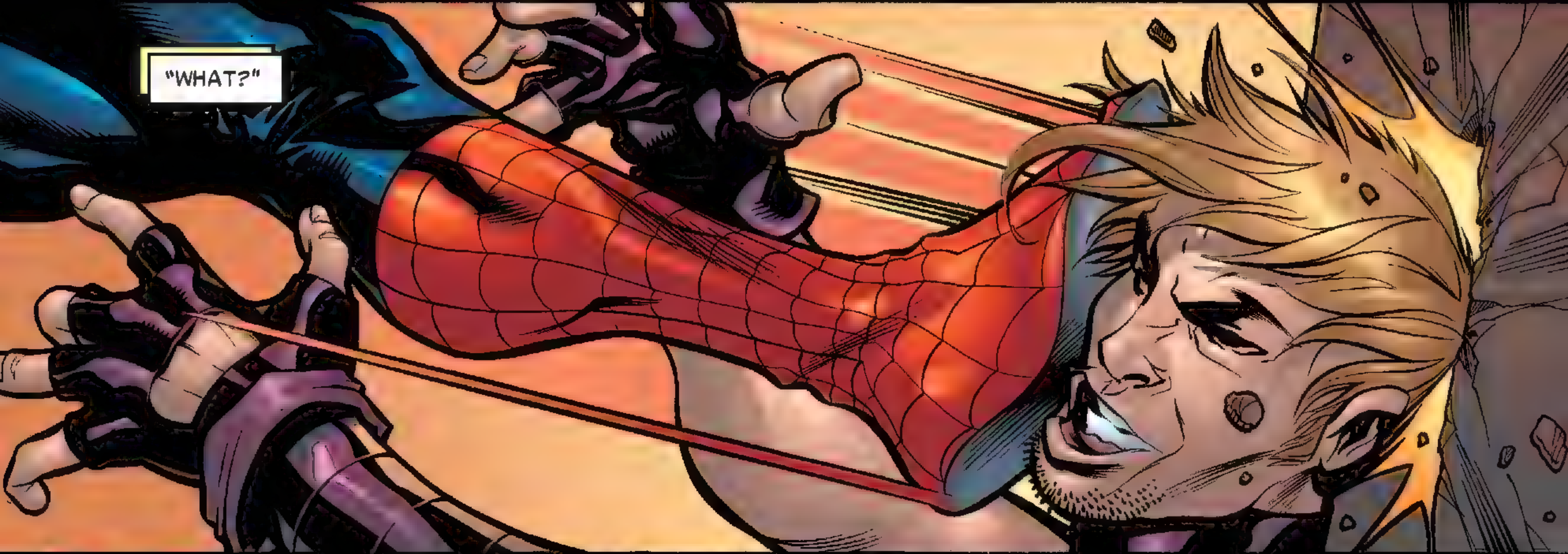
IT'S THROUGH
THE MANSION'S PRIMARY
DEFENSES AND MAKING ITS
WAY DOWN TO LEVEL TWO.
CONTROL'S SAYING WE'RE SAFER
TAKING THE BACK STAIRS.
C'MON!



"ANYBODY GOT
A VISUAL YET?"



NOTHING. IT'S
MOVING TOO FAST.
HAWKEYE AND SCARLET
WITCH TRIED TO CUT IT
OFF OUTSIDE THE LEVEL
TWO KITCHENS,
BUT...



"WHAT?"

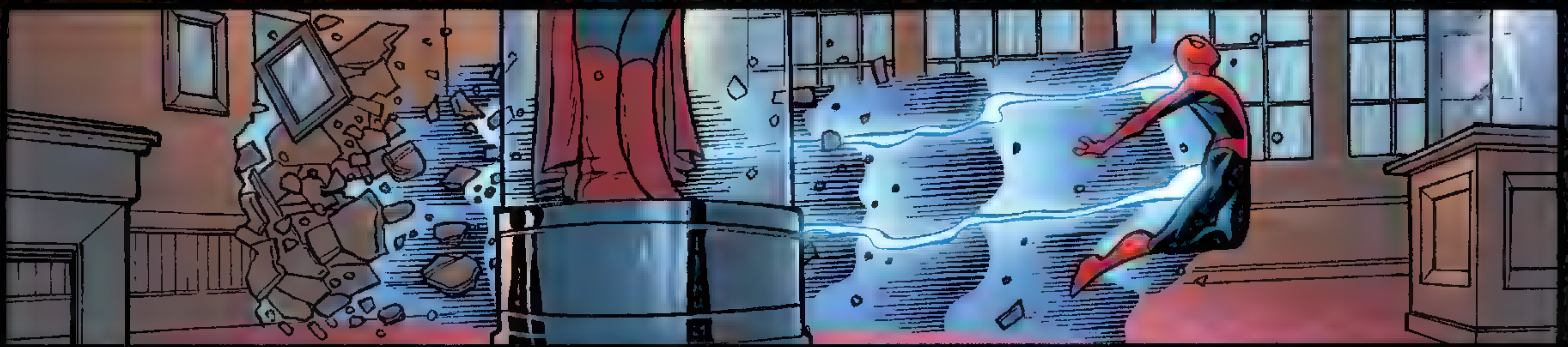


IT'S HERE. IT'S DOWN HERE ON THE GROUND FLOOR AND THAT MEANS ANT-MAN'S THE ONLY ACTIVE AVENGER BETWEEN YOU, ME AND WHATEVER THE HELL THIS THING IS, MISTER SECRETARY!

WELL, IT'S BEEN A PLEASURE WORKING WITH YOU, GENTLEMEN...



"NO, WAIT! THERE'S SOMEBODY ELSE--"



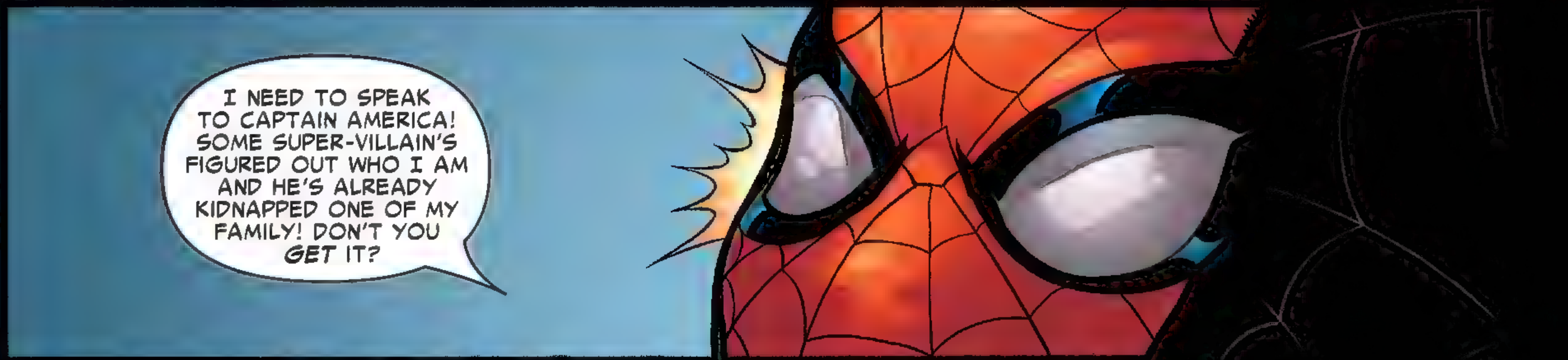
TURNS OUT QUICKSILVER WAS JUST A FEW MILES AWAY JUDGING AN ART COMPETITION AT THE X-MANSION. THEY'RE SAYING CAPTAIN AMERICA'S IN THE BUILDING NOW TOO.

THANK GOD...

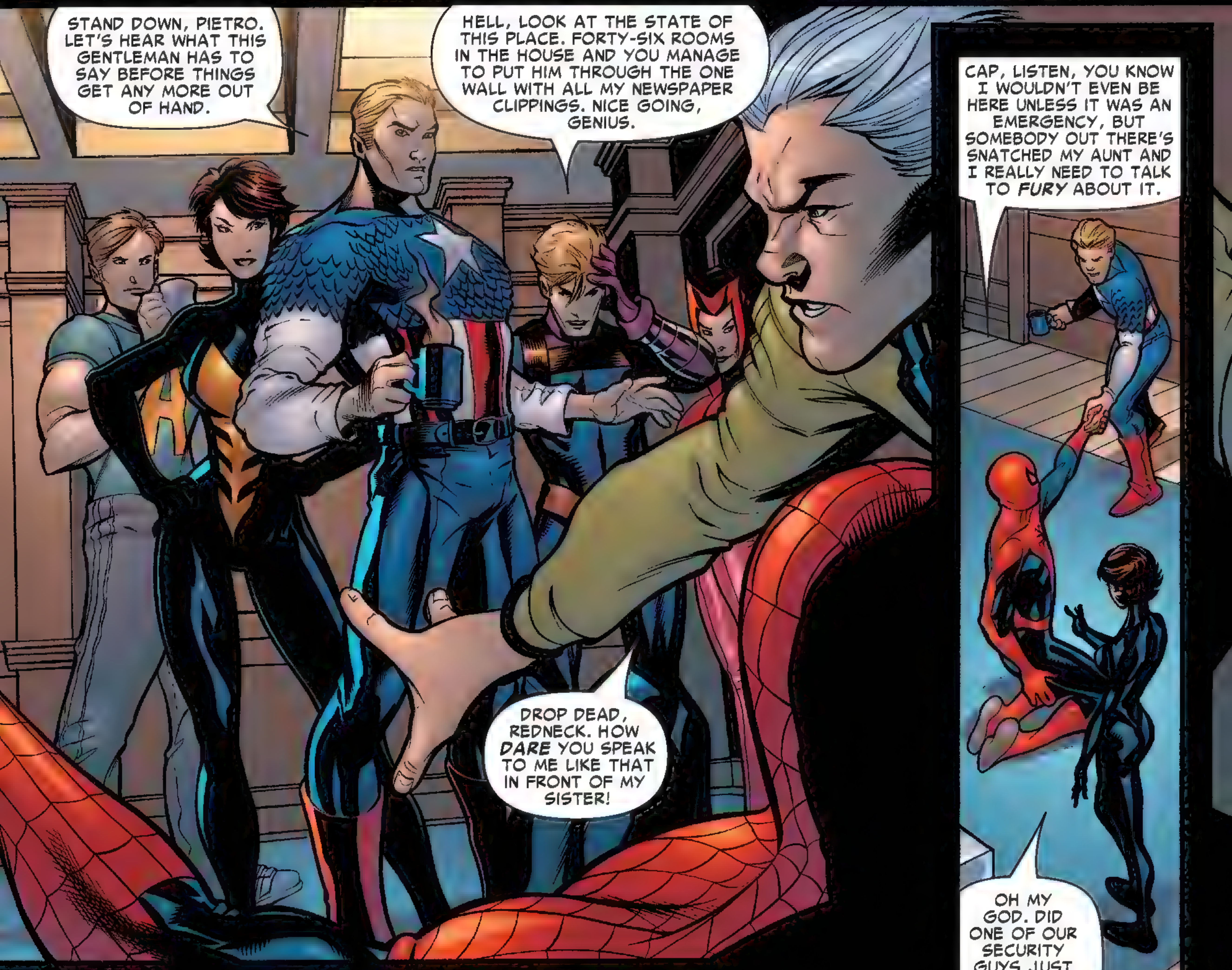


NOW GIVE ME ONE GOOD REASON WHY I SHOULD PULL THIS PUNCH, YOU SWEATY, LITTLE URCHIN?

BECAUSE I DIDN'T COME HERE LOOKING FOR A FIGHT! ALL I DID WAS SHOW MY FACE AND THOSE IDIOTS STARTED SHOOTING AT ME, QUICKSILVER!



I NEED TO SPEAK TO CAPTAIN AMERICA! SOME SUPER-VILLAIN'S FIGURED OUT WHO I AM AND HE'S ALREADY KIDNAPPED ONE OF MY FAMILY! DON'T YOU GET IT?

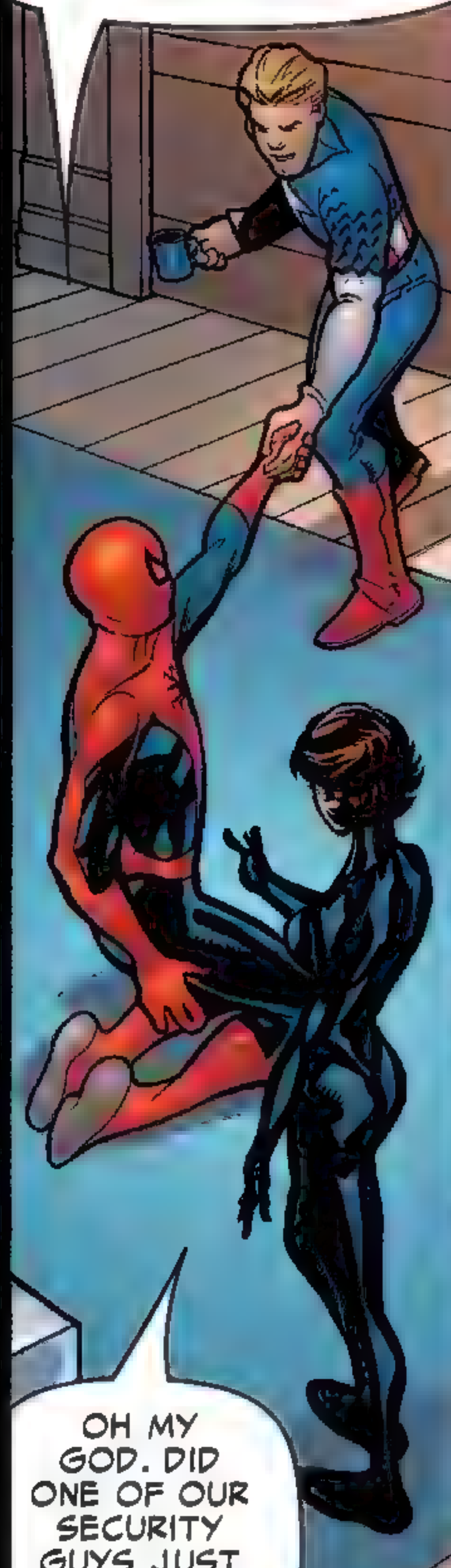


STAND DOWN, PIETRO. LET'S HEAR WHAT THIS GENTLEMAN HAS TO SAY BEFORE THINGS GET ANY MORE OUT OF HAND.

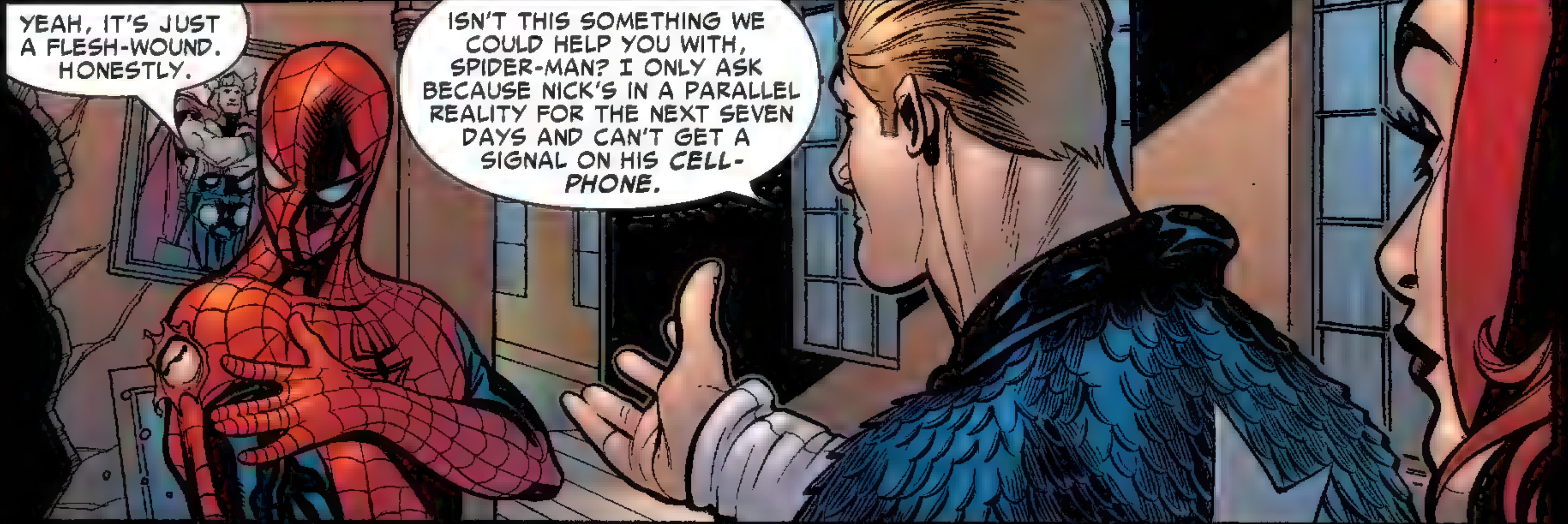
HELL, LOOK AT THE STATE OF THIS PLACE. FORTY-SIX ROOMS IN THE HOUSE AND YOU MANAGE TO PUT HIM THROUGH THE ONE WALL WITH ALL MY NEWSPAPER CLIPPINGS. NICE GOING, GENIUS.

DROP DEAD, REDNECK. HOW DARE YOU SPEAK TO ME LIKE THAT IN FRONT OF MY SISTER!

CAP, LISTEN, YOU KNOW I WOULDN'T EVEN BE HERE UNLESS IT WAS AN EMERGENCY, BUT SOMEBODY OUT THERE'S SNATCHED MY AUNT AND I REALLY NEED TO TALK TO FURY ABOUT IT.



OH MY GOD. DID ONE OF OUR SECURITY GUYS JUST SHOOT YOU IN THE ARM?



YEAH, IT'S JUST A FLESH-WOUND. HONESTLY.

ISN'T THIS SOMETHING WE COULD HELP YOU WITH, SPIDER-MAN? I ONLY ASK BECAUSE NICK'S IN A PARALLEL REALITY FOR THE NEXT SEVEN DAYS AND CAN'T GET A SIGNAL ON HIS CELL-PHONE.



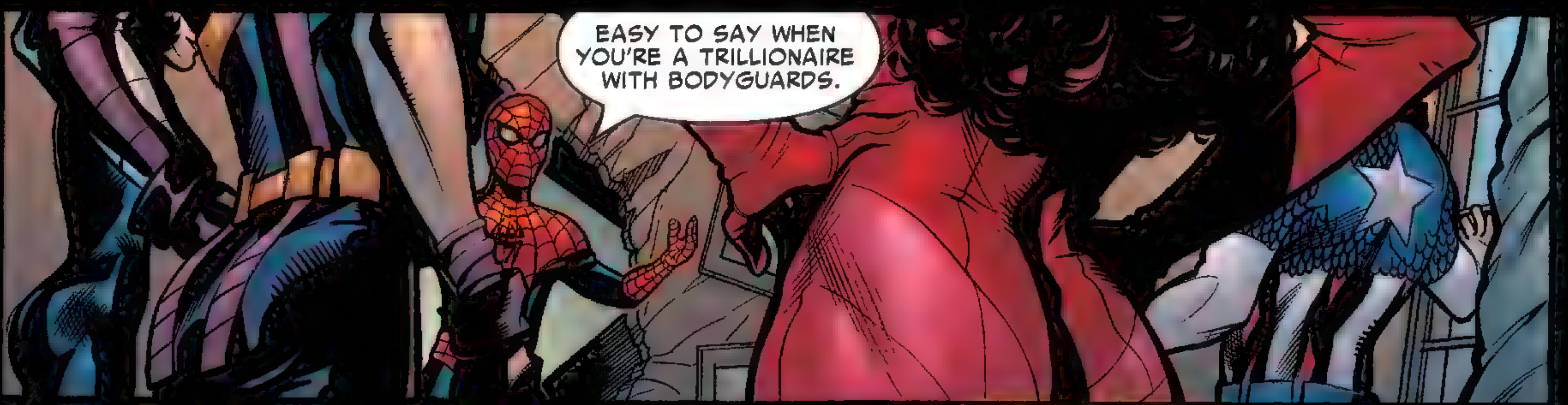
WELL, Y'KNOW, FURY ALREADY KNOWING MY SECRET IDENTITY AND EVERYTHING JUST MAKES IT ALL A LITTLE LESS COMPLICATED THAN YOU GUYS HELPING ME OUT.

WHAT ARE YOU TALKING ABOUT? NOBODY HERE'S GOING TO ASK YOU WHO YOU ARE. TO BE HONEST, I'M NOT EVEN THAT INTERESTED.



YEAH, BUT I'VE ALREADY SAID IT'S MY AUNT THAT'S GONE MISSING AND MY SECRET IDENTITY BEING OUT THERE'S THE REASON I GOT INTO THIS MESS IN THE FIRST PLACE, RIGHT?

GOD, IF ONLY YOU COULD HEAR YOURSELF, SPIDER-MAN. THE WHOLE SECRET IDENTITY THING JUST SOUNDS SO ARCHAIC WHEN YOU'VE ACTUALLY COME CLEAN WITH EVERYONE.



EASY TO SAY WHEN YOU'RE A TRILLIONAIRE WITH BODYGUARDS.



ACTUALLY, GOING PUBLIC DIDN'T AFFECT ME EITHER. IN FACT, NOT HAVING TO MAINTAIN TWO SEPARATE LIVES HAS ACTUALLY BEEN VERY LIBERATING.

HEY, I'M SURE I'D FEEL EXACTLY THE SAME WAY IF I'D BEEN BORN IN NINETEEN TWENTY-THREE.

AND WHAT DO YOU MEAN BY THAT?



WELL, Y'KNOW, EVERYBODY YOU KNEW GROWING UP MUST BE KINDA...**DECEASED** BY NOW, RIGHT?

I MEAN, IT'S NOT LIKE YOU GOING PUBLIC IS GOING TO PUT ANY **CHILDHOOD SWEETHEARTS** IN DANGER!

OH, FOR GOD'S SAKE. ARE YOU TRYING TO BE INSULTING HERE?



LISTEN, I'M SORRY. THIS IS ALL COMING OUT THE WRONG WAY. I'M TIRED, I'M STRESSED AND I'M WORRIED ABOUT MY AUNT, OKAY? I'M STARTING TO REALIZE I'M WASTING MY TIME.

SPIDER-MAN, WAIT A SECOND. I'M SURE WE CAN FIGURE SOMETHING OUT...



SPIDER-MAN?

GOD, I FEEL TERRIBLE ABOUT THIS, BUT WHAT ARE WE SUPPOSED TO DO IF HE WON'T EVEN TELL US WHO HE'S LOOKING FOR?

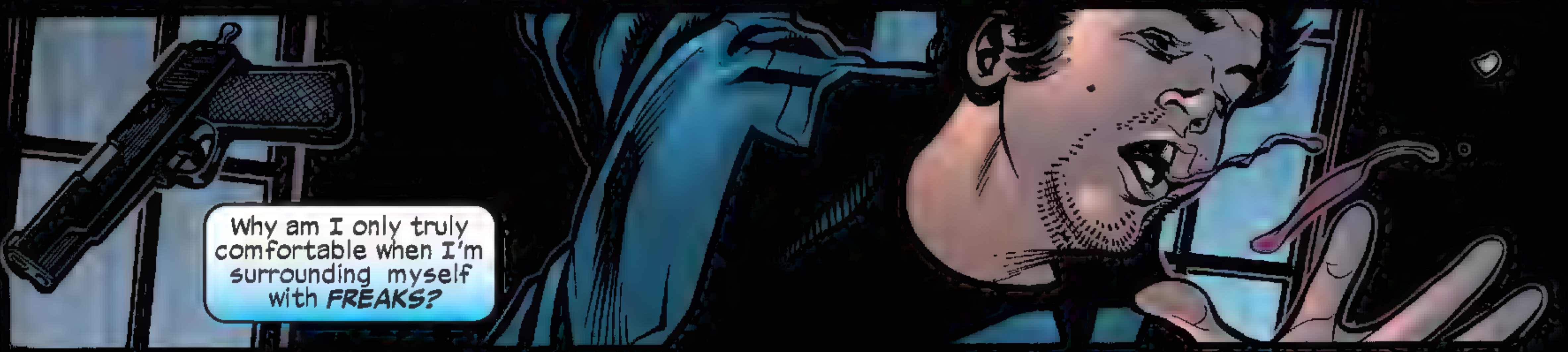


AW, MAN. HE'S BROKEN THAT STATUE WE GOT FOR BEATING SCORPIO TOO, HAWKEYE. THAT WAS THE ONE TIME ANYBODY EVER GAVE ME ANYTHING!



Mary Jane says I've got a really bad attitude when I'm around other super heroes, but how can I spill my guts to some guy that built a helmet so he could talk to **ANTS**?

The truth is that being around super-jocks just makes me feel like I'm back in high school again and looking at everyone through thick glass lenses.



Why am I only truly comfortable when I'm surrounding myself with **FREAKS**?



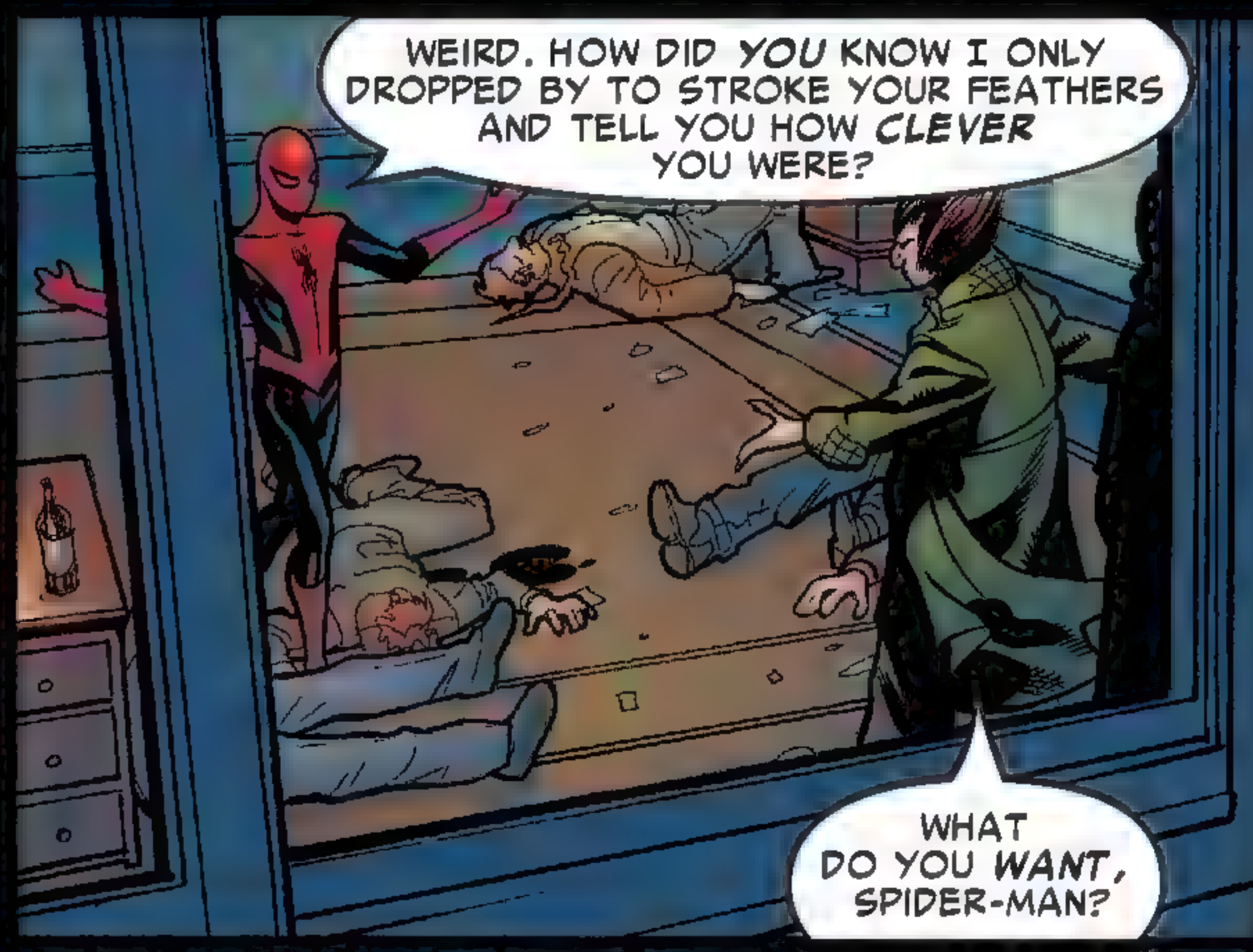
ANY IDEA WHY THE GOOD GUYS GOT MORE SECURITY THAN THE BAD GUYS THESE DAYS, OWL?

PERHAPS WE JUST NEED A LITTLE LESS PROTECTING, SPIDER-MAN. WOULD YOU CARE FOR A GLASS OF CHATEAU MARGAUX, INCIDENTALLY?

SOMEONE FROM THE LATVERIAN EMBASSY SENT ME A BOTTLE FROM THEIR JEFFERSON COLLECTION AND IT'S REALLY QUITE EXQUISITE.

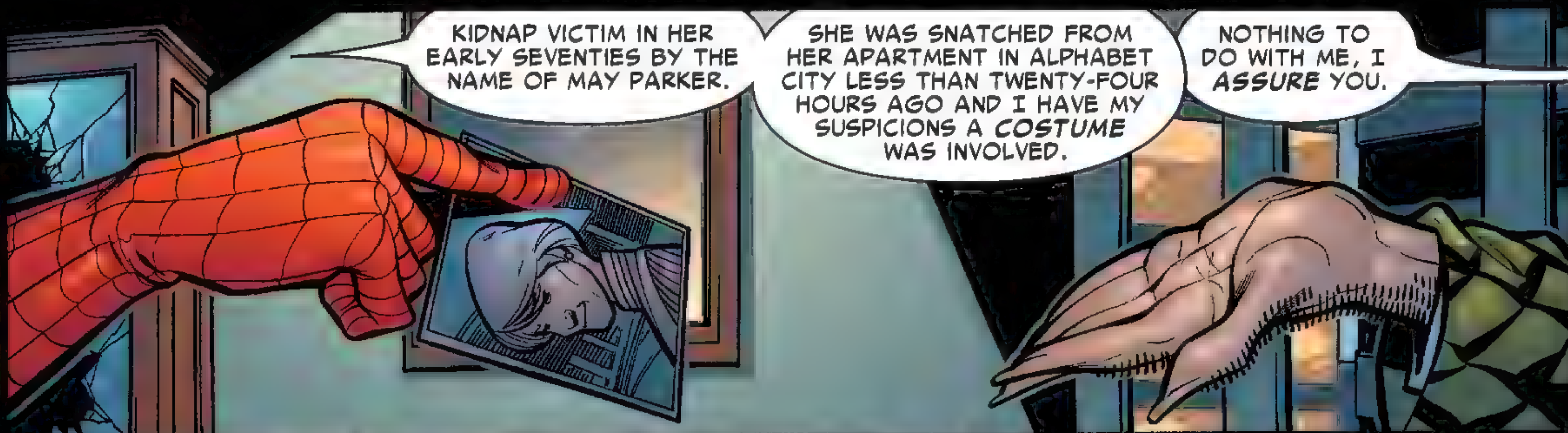


DO YOU THINK THEY'RE TRYING TO BUILD BRIDGES WITH MY NEW ORDER HERE?
DO YOU THINK THIS MEANS THEY'VE SPOTTED MY POTENTIAL AS A VISIONARY UP-AND-COMER SINCE MY CLEVER-CLEVER LAWYER GOT ME OFF ON THAT TINY TECHNICALITY?



WEIRD. HOW DID YOU KNOW I ONLY DROPPED BY TO STROKE YOUR FEATHERS AND TELL YOU HOW CLEVER YOU WERE?

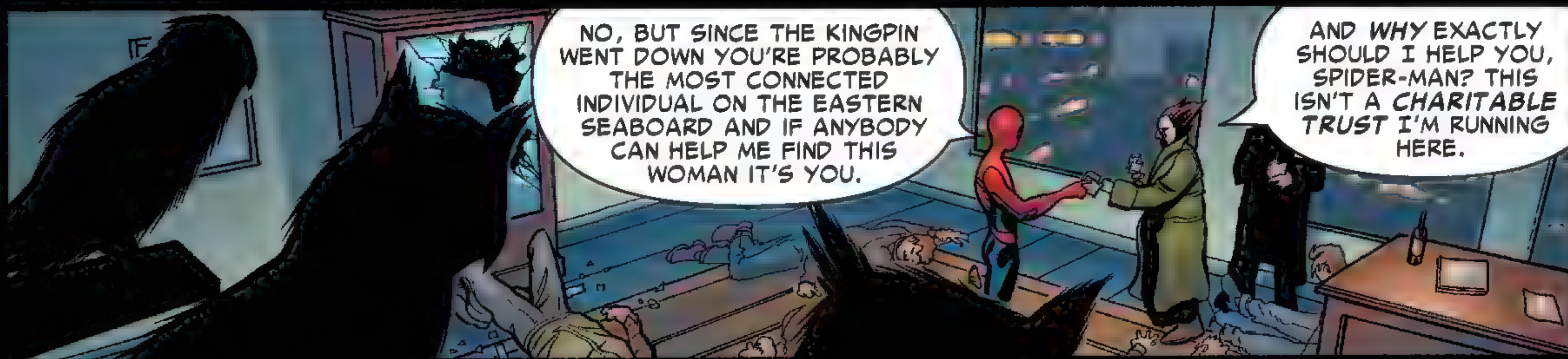
WHAT DO YOU WANT, SPIDER-MAN?



KIDNAP VICTIM IN HER
EARLY SEVENTIES BY THE
NAME OF MAY PARKER.

SHE WAS SNATCHED FROM
HER APARTMENT IN ALPHABET
CITY LESS THAN TWENTY-FOUR
HOURS AGO AND I HAVE MY
SUSPICIONS A *COSTUME*
WAS INVOLVED.

NOTHING TO
DO WITH ME, I
ASSURE YOU.



NO, BUT SINCE THE KINGPIN
WENT DOWN YOU'RE PROBABLY
THE MOST CONNECTED
INDIVIDUAL ON THE EASTERN
SEABOARD AND IF ANYBODY
CAN HELP ME FIND THIS
WOMAN IT'S YOU.

AND WHY EXACTLY
SHOULD I HELP YOU,
SPIDER-MAN? THIS
ISN'T A CHARITABLE
TRUST I'M RUNNING
HERE.



BECAUSE
I'LL OWE YOU,
OWL...

...AND FOR A FAT, LITTLE MAN WITH
HIS EYE ON THE KINGPIN'S *EMPIRE*
THAT'S WORTH A LOT MORE THAN
SOME DUSTY, OLD REJECTS FROM
A WINE COLLECTION.

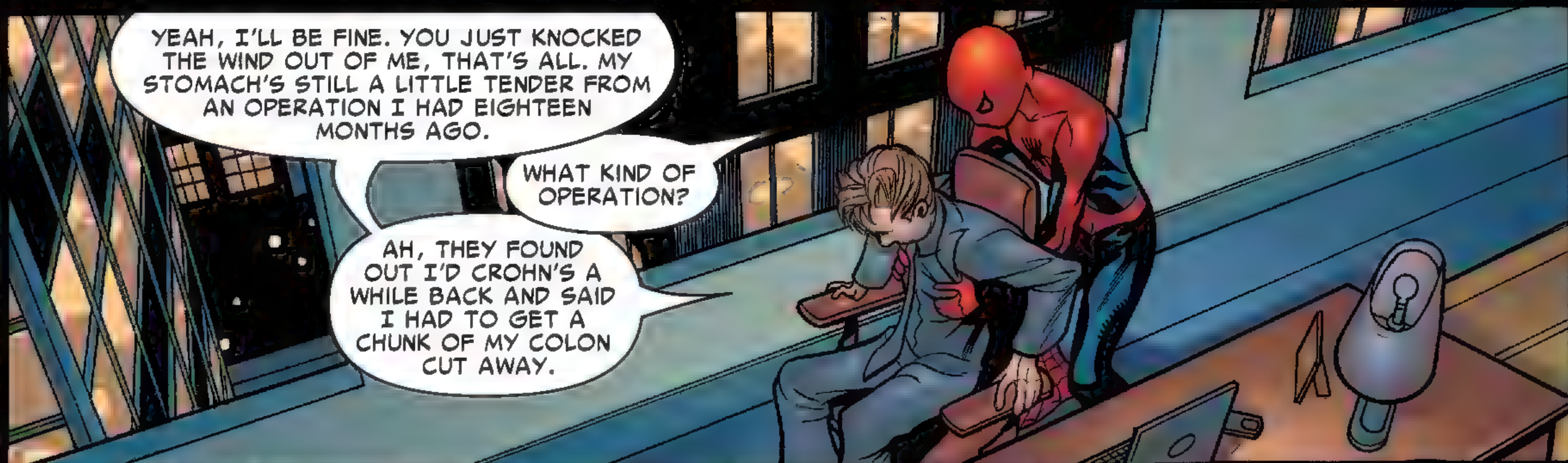


WAIT HERE WHILE
I MAKE A FEW
CALLS.



JEEZUS,
MY GUTS...

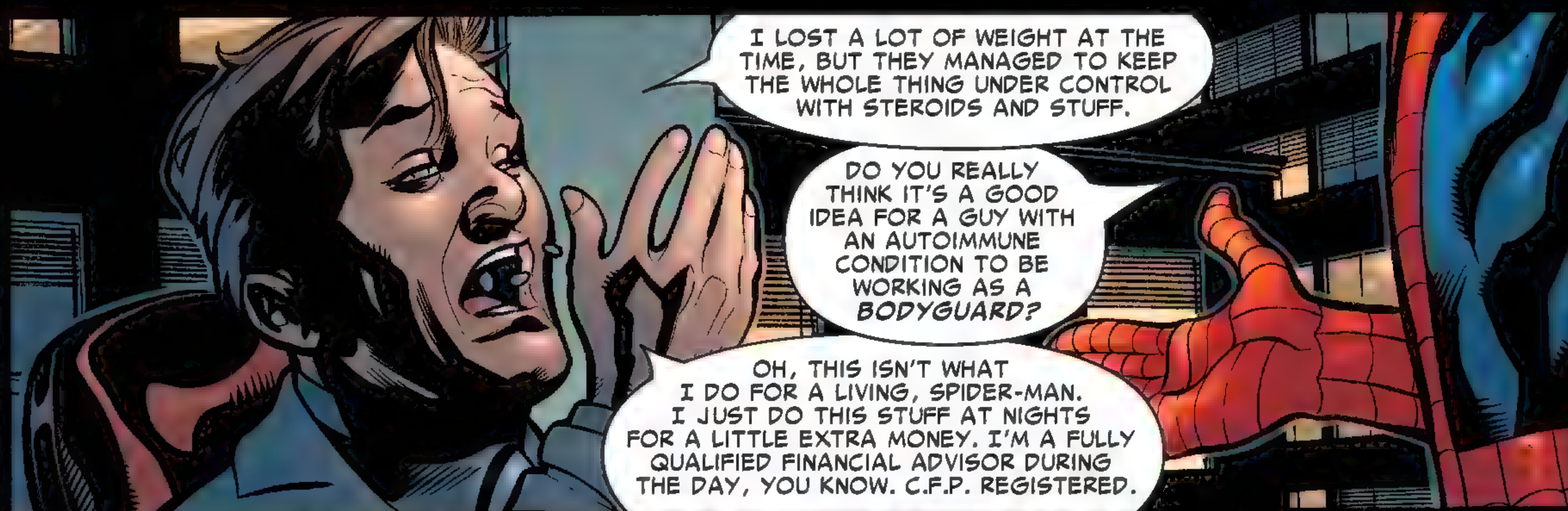
UH,
ARE YOU
OKAY?



YEAH, I'LL BE FINE. YOU JUST KNOCKED
THE WIND OUT OF ME, THAT'S ALL. MY
STOMACH'S STILL A LITTLE TENDER FROM
AN OPERATION I HAD EIGHTEEN
MONTHS AGO.

WHAT KIND OF
OPERATION?

AH, THEY FOUND
OUT I'D CROHN'S A
WHILE BACK AND SAID
I HAD TO GET A
CHUNK OF MY COLON
CUT AWAY.



I LOST A LOT OF WEIGHT AT THE
TIME, BUT THEY MANAGED TO KEEP
THE WHOLE THING UNDER CONTROL
WITH STEROIDS AND STUFF.

DO YOU REALLY
THINK IT'S A GOOD
IDEA FOR A GUY WITH
AN AUTOIMMUNE
CONDITION TO BE
WORKING AS A
BODYGUARD?

OH, THIS ISN'T WHAT
I DO FOR A LIVING, SPIDER-MAN.
I JUST DO THIS STUFF AT NIGHTS
FOR A LITTLE EXTRA MONEY. I'M A FULLY
QUALIFIED FINANCIAL ADVISOR DURING
THE DAY, YOU KNOW. C.F.P. REGISTERED.



RIGHT.

YOU SURE
YOU'RE OKAY?
YOU DON'T WANT
ME TO GET YOU A
GLASS OF WATER
OR ANYTHING?

HONESTLY,
I'M FINE...



ELECTRO
AND THE
VULTURE.

WHAT?

A large comic book panel showing Spider-Man hanging from chains. He is in a dynamic, contorted pose, with his body arched and his head tilted back. He is wearing his iconic red and blue suit. The background is a cityscape at night, with tall buildings and glowing windows. In the upper left, Wolverine's head and shoulders are visible, looking down at Spider-Man. In the upper right, another character's head is partially visible. In the bottom left, a close-up of Wolverine's face is shown, with his mouth open in a roar or shout. In the bottom right, a character with long brown hair is shown from the chest up, looking up at Spider-Man.

THEY'RE THE ONES
YOU'RE LOOKING FOR.
THEY'RE THE ONES WHO
KIDNAPPED THIS OLD
WOMAN, ALTHOUGH I'VE NO
IDEA WHERE THEY'RE HIDING
OR WHAT THEY ACTUALLY
REQUIRE HER FOR.

YOU'RE
SURE ABOUT
THIS? YOU'RE
ABSOLUTELY
CERTAIN?

MY SOURCES
ARE IMPECCABLE.

THANKS.

OH, YOU'RE
MORE THAN
WELCOME.



I DON'T LIKE THIS, MAX. WE'RE SUPPOSED TO BE LYING LOW HERE.

I THOUGHT WE AGREED WE WEREN'T EVEN GOING TO LEAVE THE HOTEL ROOM UNTIL THE WHEEL-MAN PICKED US UP.

WELL, I JUST DON'T SEE THE POINT OF TAKING A CHANCE LIKE THIS WHEN WE'RE LEAVING IN THE MORNING ANYWAY. WOULD YOU MIND IF I JUST WAITED BACK AT THE HOTEL BY MYSELF?

AH, YOUR NON-STOP GAS AND PAY-PER-VIEW WERE DRIVING ME OUT OF MY MIND, ADRIAN. BESIDES, THE RUSSIANS ARE OLD FRIENDS. SANDMAN AND I USED TO COME DOWN HERE ALL THE TIME AFTER A BIG HIT.

C'MON, THIS COULD BE YOUR LAST NIGHT IN NEW YORK FOR THE NEXT FIVE YEARS, MAN. WHAT'S THE POINT OF HAVING TWENTY MILLION DOLLARS IN CASH UNLESS YOU HAVE A LITTLE FUN WITH IT, HUH?



ELECTRO! IT IS SO GOOD TO SEE YOU, MY FRIEND. HOW ARE YOU DOING, EH? HOW IS MY GOOD BUDDY DOING THESE DAYS?

ME? I'M SUPER-CHARGED AS EVER, ALEKSANDR. SUPER-CHARGED AS EVER, MAN.



YOU MEET MY FRIEND THE VULTURE BEFORE? HE'S A REALLY NICE GUY: A LITTLE SHY, BUT A REAL SWEETHEART. YOU GOT ANYBODY IN TONIGHT YOU THINK HE MIGHT CLICK WITH?

OH, I THINK HE GOT TO MEET FEDORA, ELECTRO. SHE JUST GET OVER FROM BEAUTIFUL SAINT PETERSBURG LAST MONTH AND ALREADY BIG FAVORITE WITH MY CUSTOMERS. YOU LIKE TO GIVE HER NICE TRY?



TO BE HONEST, I FIND THIS WHOLE THING VERY DISTASTEFUL AND EXPLOITATIVE, MAX...

WHAT ARE YOU TALKING ABOUT? VULTURES ARE SUPPOSED TO BE EXPLOITATIVE. JUST SHUT UP AND TRY TO HAVE SOME FUN FOR ONCE IN YOUR LIFE, HUH?



I TAKE IT YOU GOT MY LITTLE ORDER READY, OLD BUDDY?

OF COURSE, ELECTRO. YEKATERINA HAS HER MOTHER STAY WITH HER FOR FEW MONTHS, BUT AS SOON AS SHE HEAR BIG BAD MAN WAS IN TOWN SHE ORDER CAB AND COME STRAIGHT TO SEE YOU.



HOW'S IT GOING, BABY-DOLL? YOU KNOW HOW MUCH DADDY MISSED YOU WHEN HE WAS AWAY?

WOW. NO OFFENSE TO THE YOUNG LADY OR ANYTHING, BUT I DIDN'T THINK YOU'D ACTUALLY GO FOR THE OLD BORIS YELTSIN LOOK.

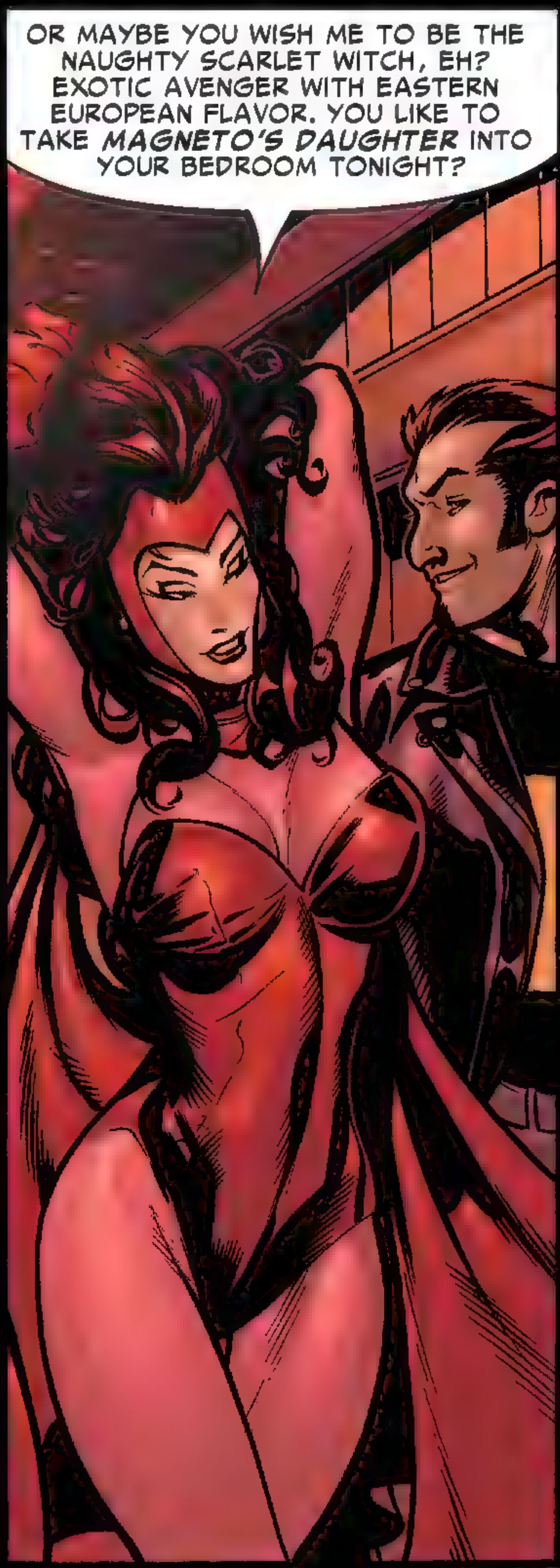


WELL, APPEARANCES CAN BE DECEPTIVE, BIRD-MAN, ESPECIALLY WHEN YOU'RE TALKING ABOUT A SHAPE-CHANGING MUTANT FROM THE WORLD-FAMOUS PROVINCE OF CHERNOBYL.

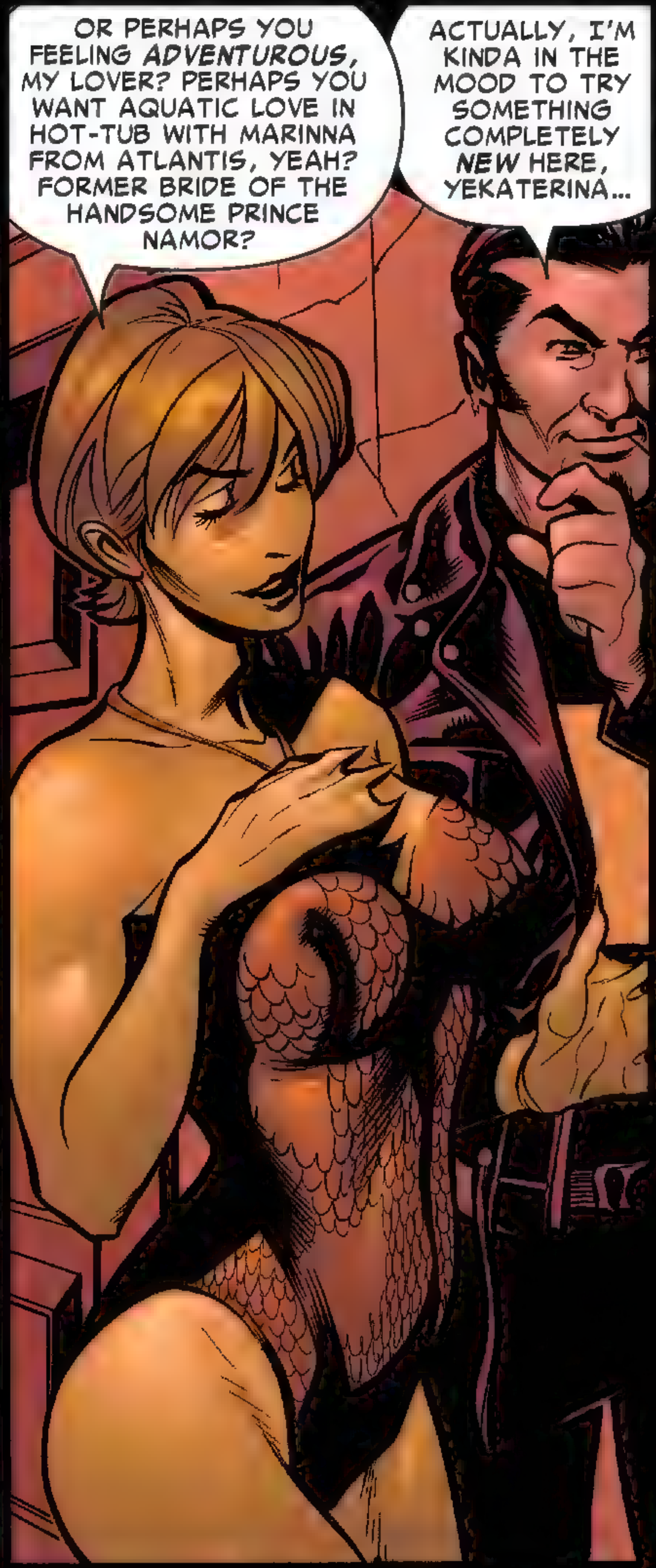
ONE CLICK OF HER FINGERS AND LITTLE YEKATERINA HERE CAN BE ANYBODY'S TYPE. RIGHT, BABE?



SO WHO YOU LIKE ME TO BE TONIGHT, ELECTRO? MRS. SUE RICHARDS, PERHAPS? INVISIBLE WOMAN FROM FANTASTIC FOUR AND BEAUTIFUL WIFE OF SUCCESSFUL DOCTOR REED?



OR MAYBE YOU WISH ME TO BE THE NAUGHTY SCARLET WITCH, EH? EXOTIC AVENGER WITH EASTERN EUROPEAN FLAVOR. YOU LIKE TO TAKE MAGNETO'S DAUGHTER INTO YOUR BEDROOM TONIGHT?



OR PERHAPS YOU FEELING ADVENTUROUS, MY LOVER? PERHAPS YOU WANT AQUATIC LOVE IN HOT-TUB WITH MARINNA FROM ATLANTIS, YEAH? FORMER BRIDE OF THE HANDSOME PRINCE NAMOR?

ACTUALLY, I'M KINDA IN THE MOOD TO TRY SOMETHING COMPLETELY NEW HERE, YEKATERINA...



THOSE LITTLE ROLE-PLAYS ALL SOUND GREAT, BUT MY LAST COUPLE OF TIMES UP AT RIKER'S REALLY OPENED UP A WHOLE NEW SIDE OF MYSELF I DIDN'T EVEN KNOW EXISTED UNTIL LATELY.

JUST TELL ME WHO YOU LIKE ME TO *BECOME*, MY BOYFRIEND. JUST SAY THE WORD AND YOU HAVE ONE HOUR OF PLEASURE WITH THEM.



YOU PROMISE NOT TO LAUGH?

YOU DO NOT HAVE TO BE SHY-BOY AROUND YEKATERINA, ELECTRO. JUST TELL ME WHO YOU WANT, HANDSOME-GUY. AN X-MAN, PERHAPS? FIN-FANG-FOOM?

WELL, BETWEEN YOU AND ME, I'VE ALWAYS FANCED A CRACK AT...



OOPS.
SORRY TO
SPOIL THE PARTY,
ROMEO.



MARVEL KNIGHTS SPIDER-MAN #3
TERRY DODSON, RACHEL DODSON & MATT MILLA

Daredevil wasn't home, Doctor Strange was on a house call and I made an **IDIOT** of myself in front of The Avengers.

The Owl was my best shot at finding out who kidnapped Aunt May and he told me it was **ELECTRO** and **THE VULTURE**. But how did they find out who I really **AM**?

YOU WANNA
GIVE THE GIRL
TWO MINUTES,
SPIDER-MAN?

DOWN AMONG THE DEAD MEN

PART
3 OF 4



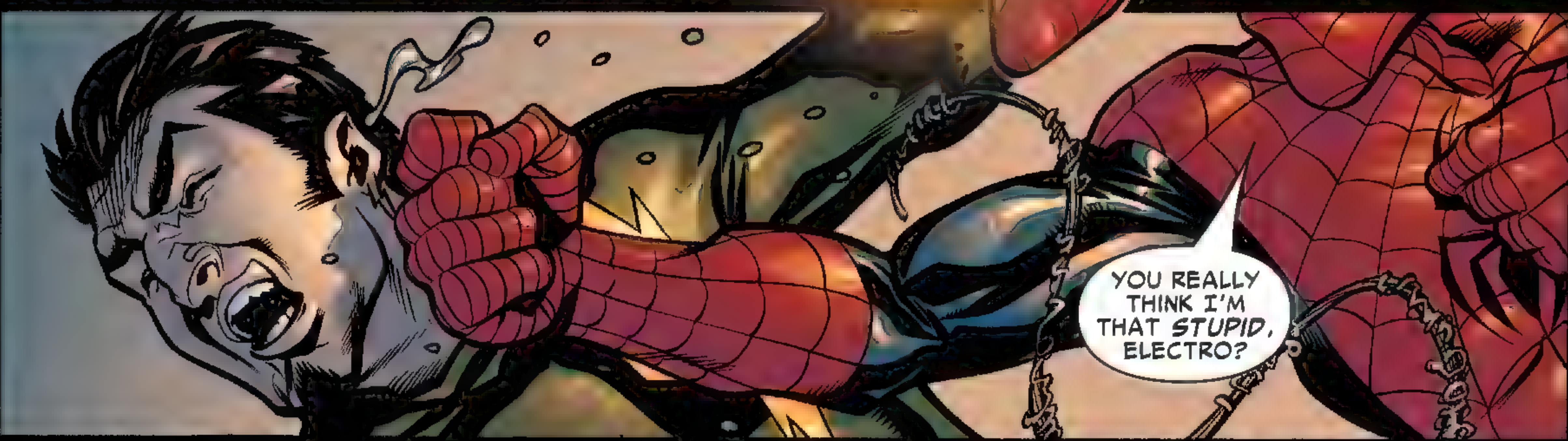
WHAT?

I SAID TWO MINUTES TO LET THE GIRL GET OUTTA HERE.

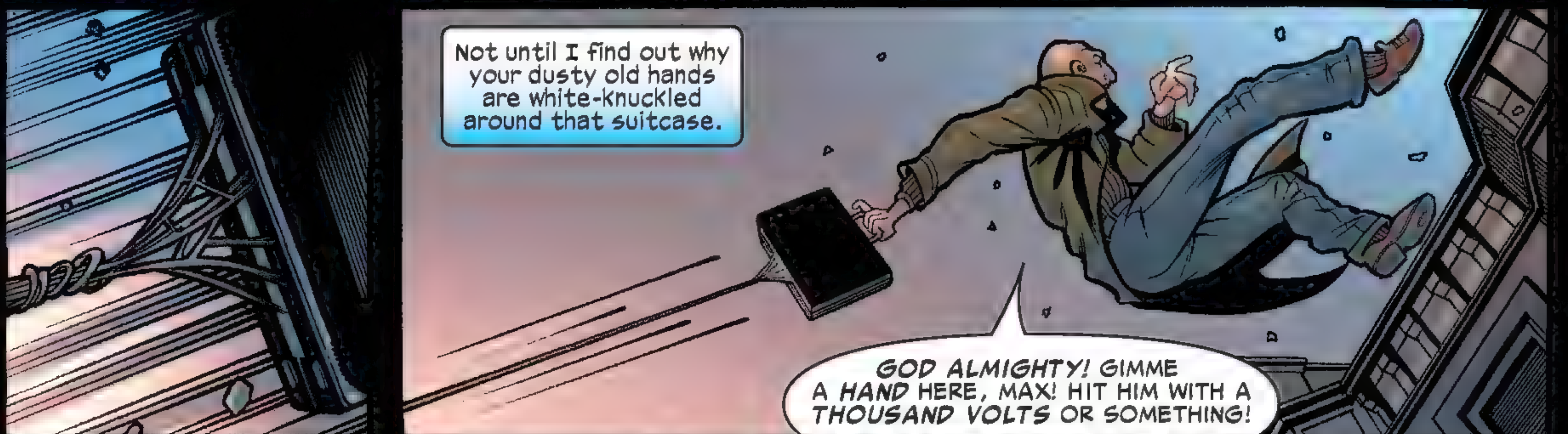
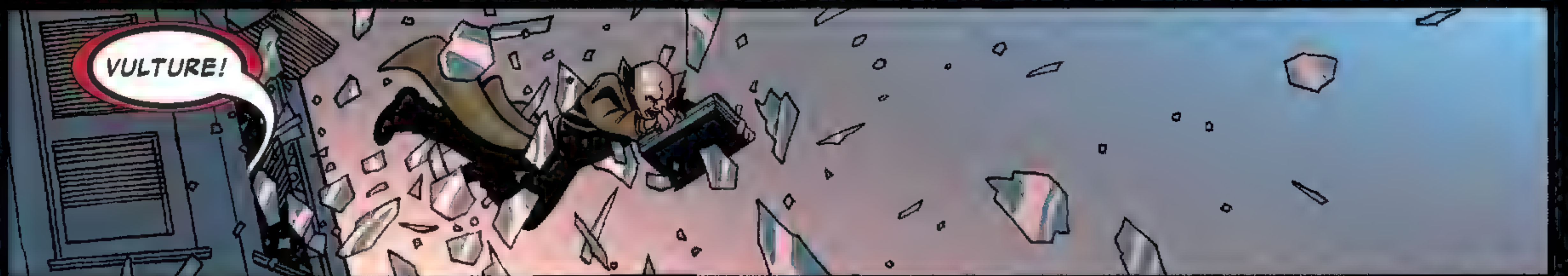
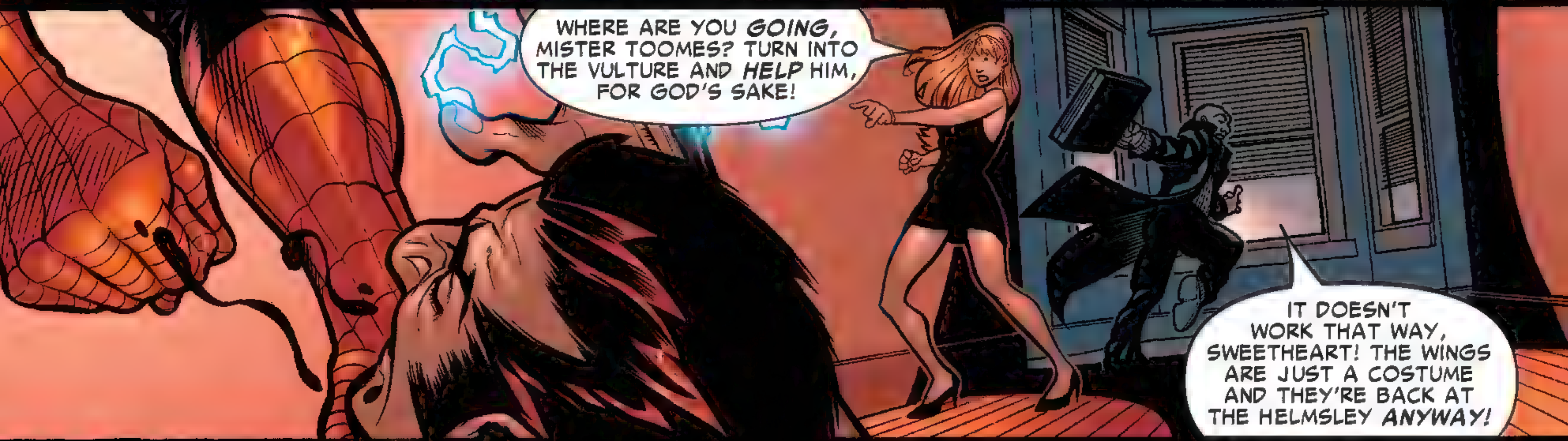
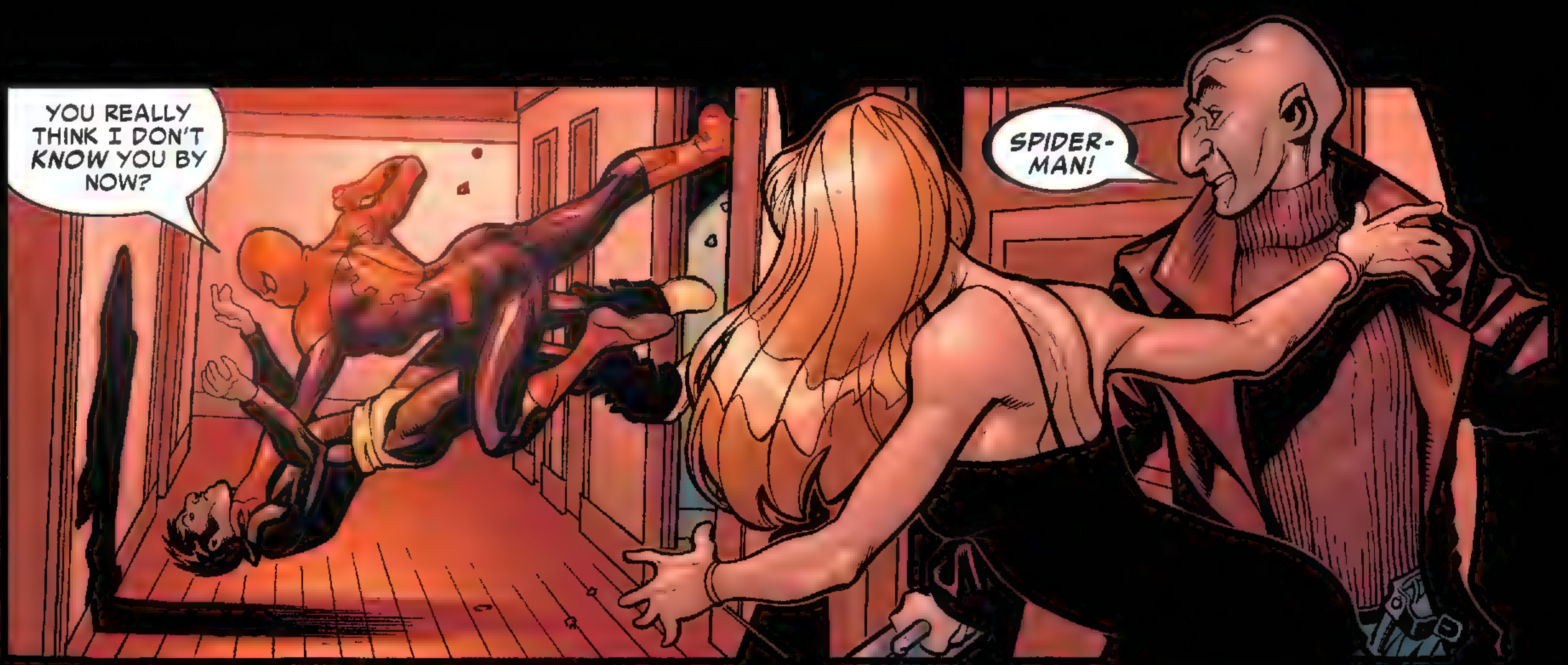
SHE'S GOT NOTHING TO DO WITH ANY OF THIS AND SHE'S ONLY GONNA GET HURT ONCE YOU AND ME GET STARTED, RIGHT? WHAT D'YOU SAY?

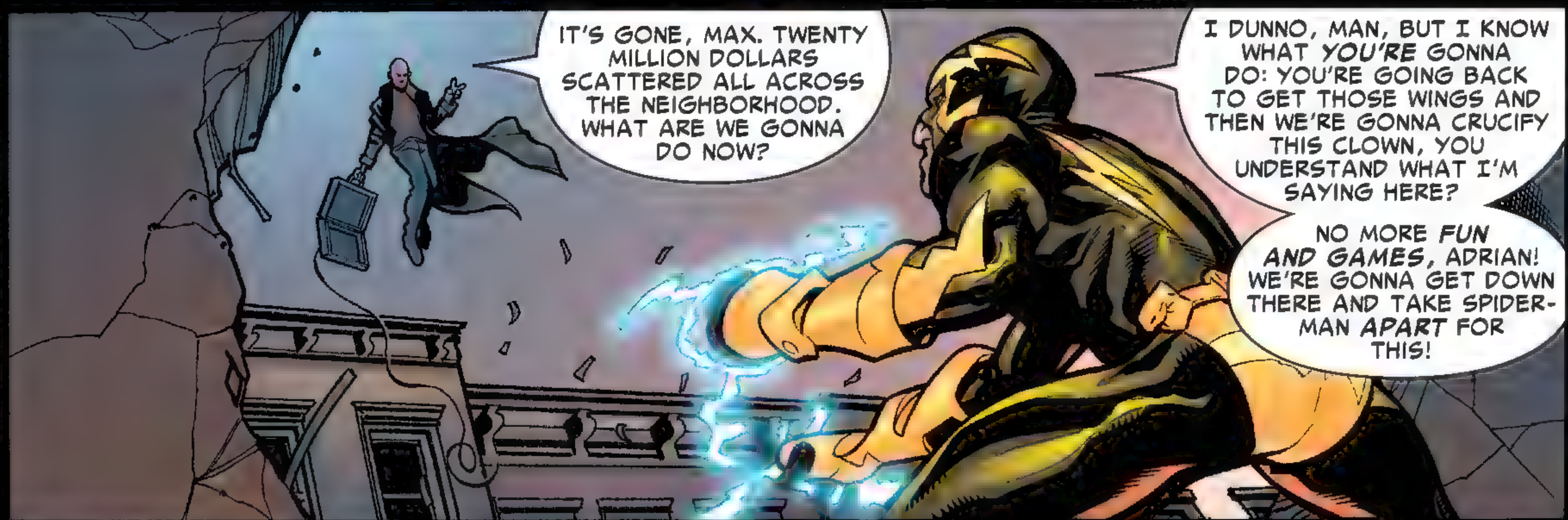
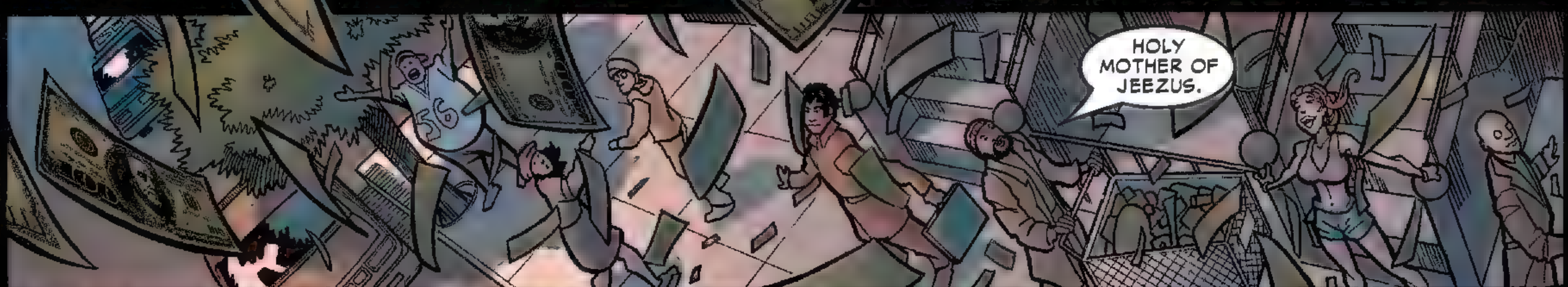
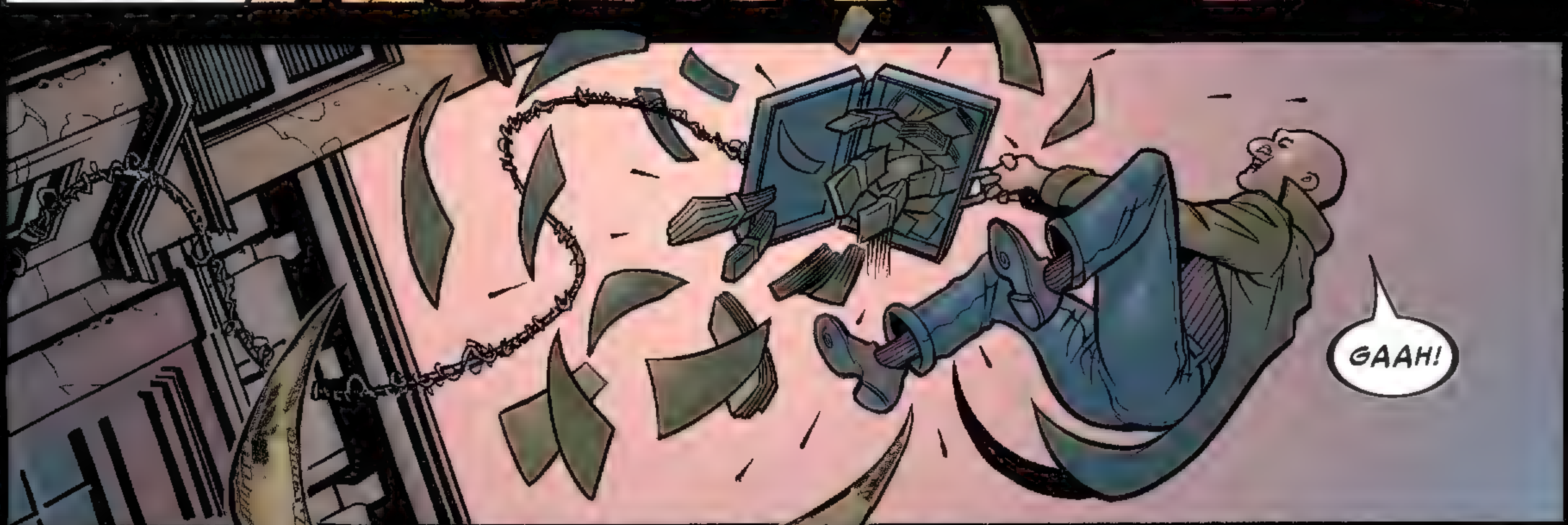


FINE BY ME.



YOU REALLY THINK I'M THAT STUPID, ELECTRO?

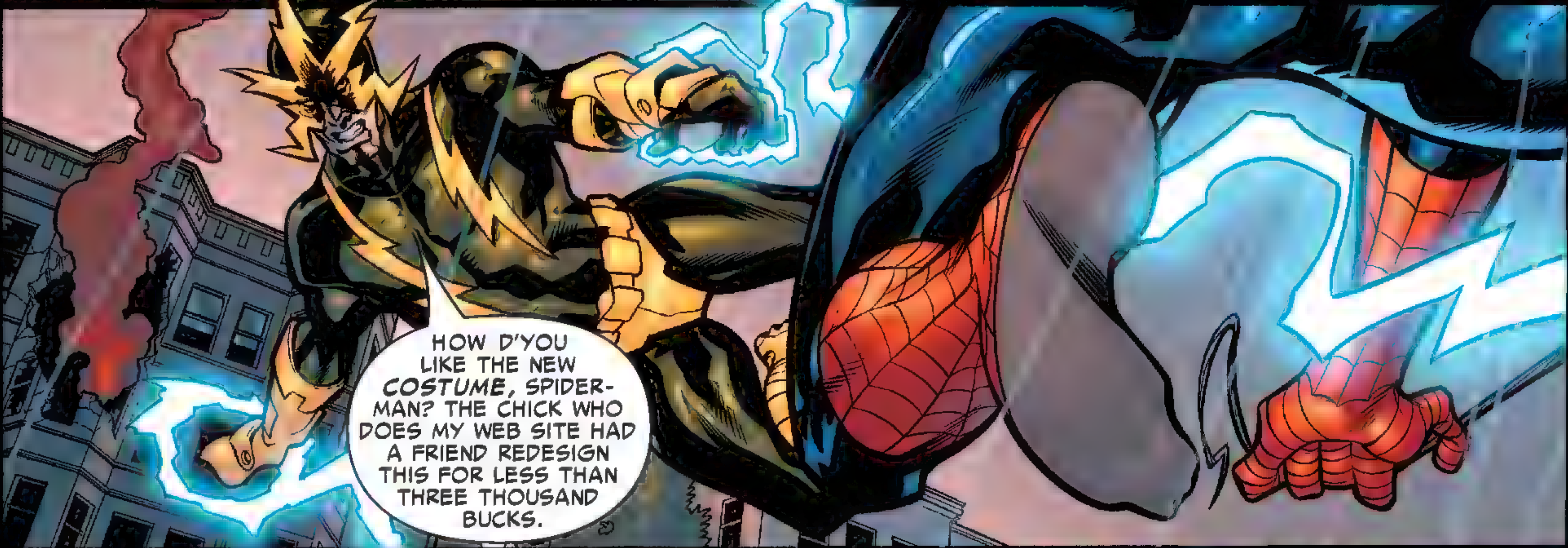




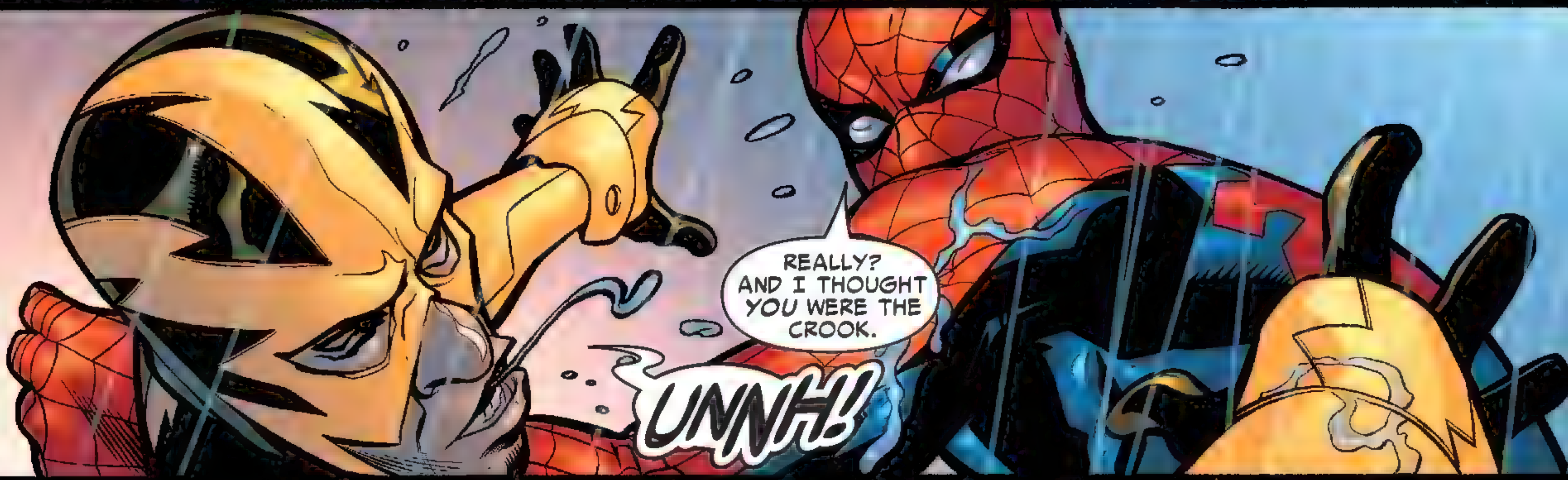


Twenty million bucks, is that what they were paid to snatch Aunt May? Does this mean there was someone else involved?

What kind of **THIRD PARTY** would pay twenty million dollars to kidnap a septuagenarian with a **COCOA HABIT**? This doesn't make any sense.

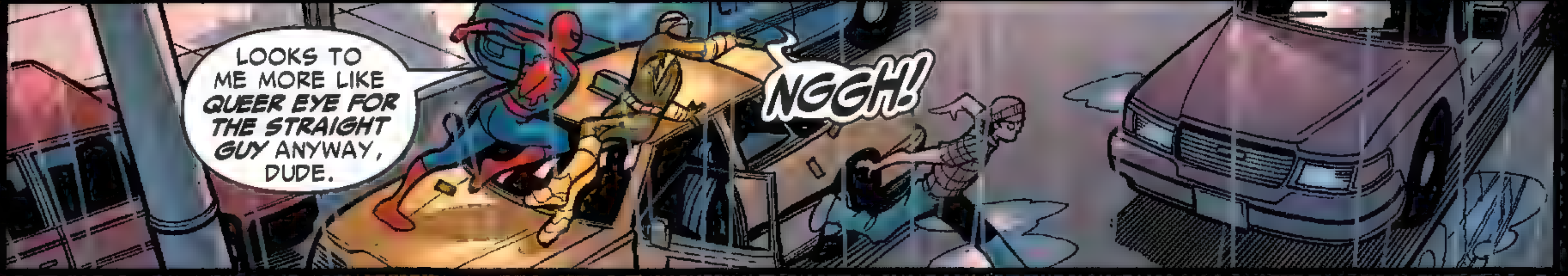


HOW D'YOU LIKE THE NEW **COSTUME**, SPIDER-MAN? THE CHICK WHO DOES MY WEB SITE HAD A FRIEND REDESIGN THIS FOR LESS THAN THREE THOUSAND BUCKS.



REALLY? AND I THOUGHT YOU WERE THE CROOK.

UNNH!



LOOKS TO ME MORE LIKE **QUEER EYE FOR THE STRAIGHT GUY** ANYWAY, DUDE.

NGGH!



MAN, WHERE DO YOU GET OFF SAYING MY SUIT LOOKS STUPID? AT LEAST MINE COMES WITH **INSULATED BOOTS**.

WHAT?



Keep it together. Keep it together. Keep it together, Parker. You go down now and Aunt May's not coming back.

You let this idiot finish you off and they'll just bury her in the dirt beside Uncle Ben.

WHAT'S THE MATTER WITH YOU, HUH? THAT ACTUALLY HURT, YOU, LITTLE RUNT!

UNNH!

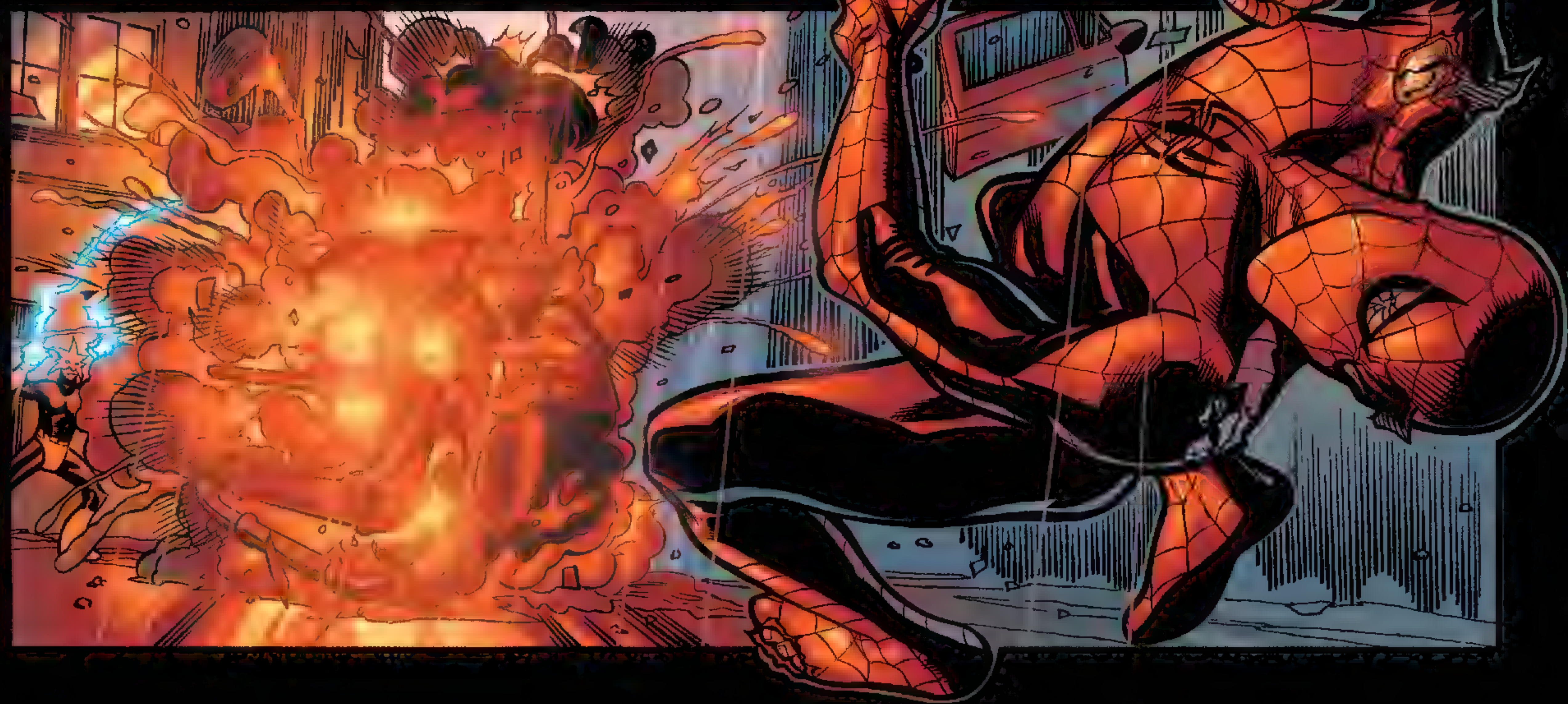
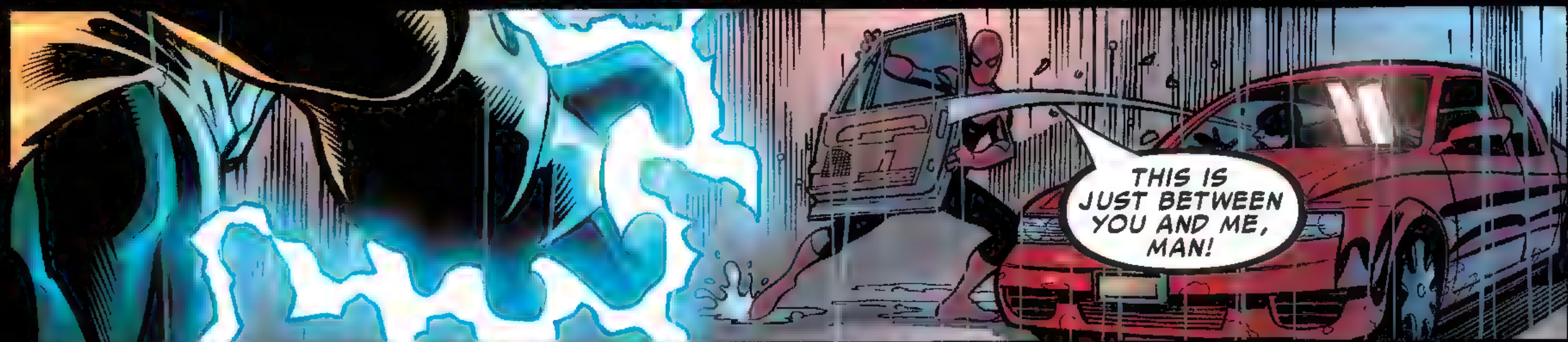
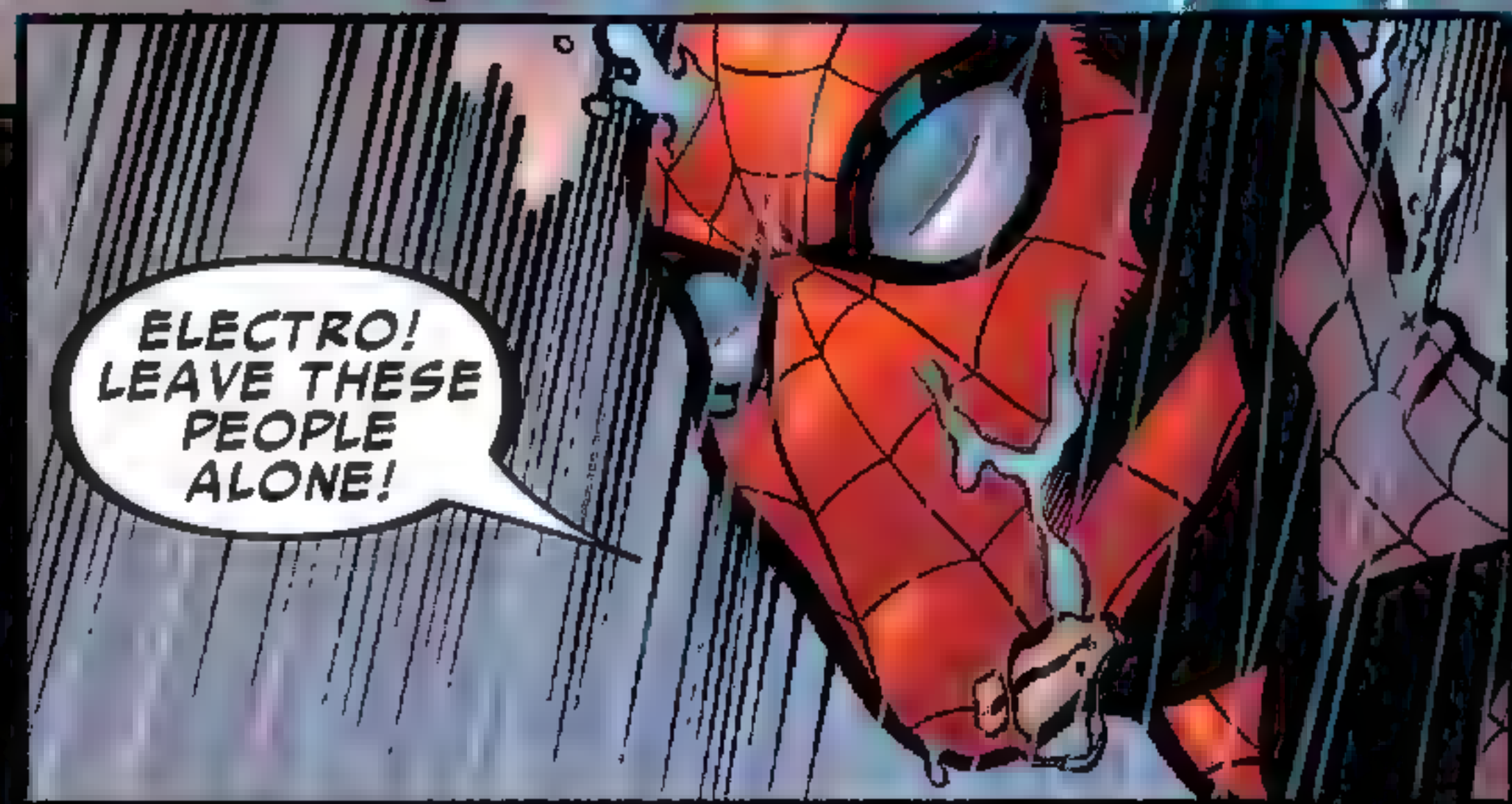
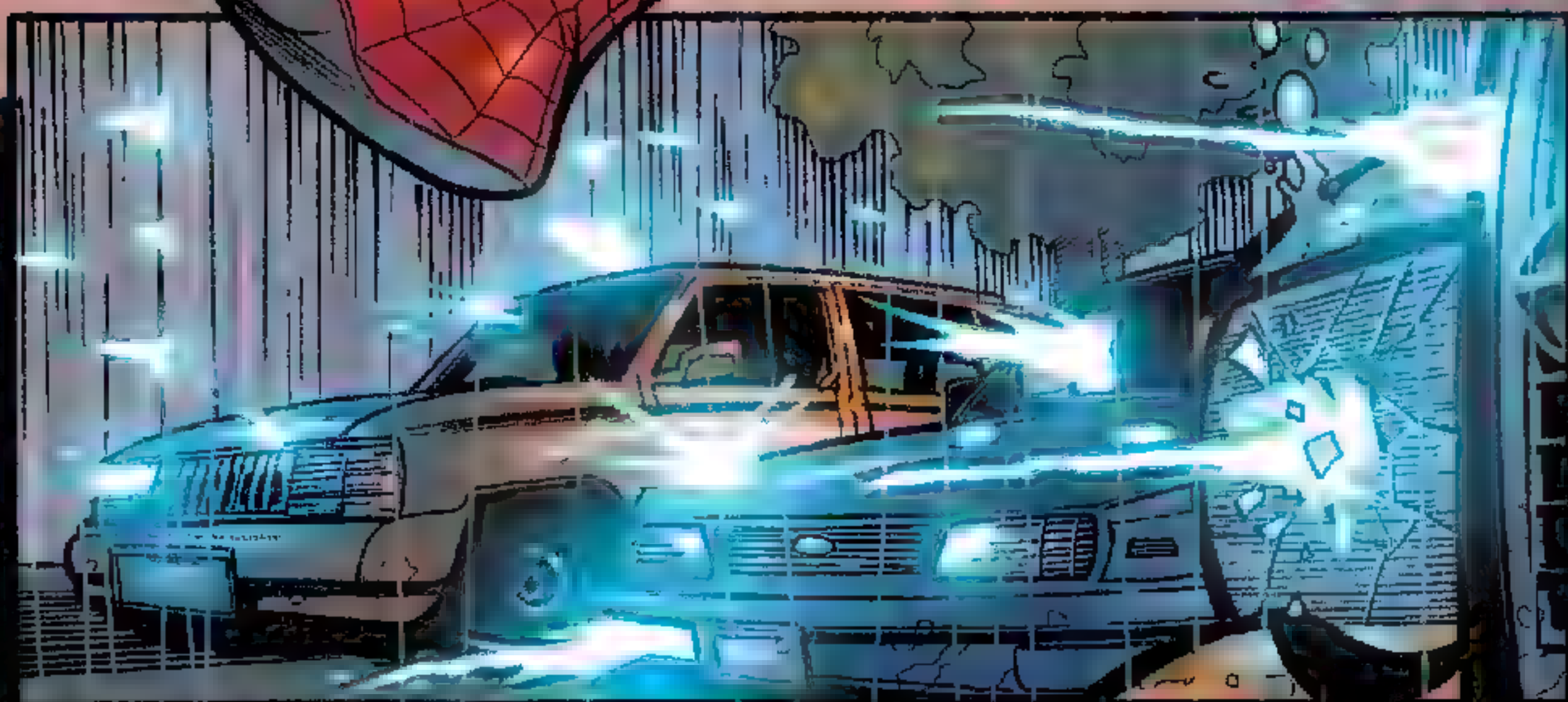


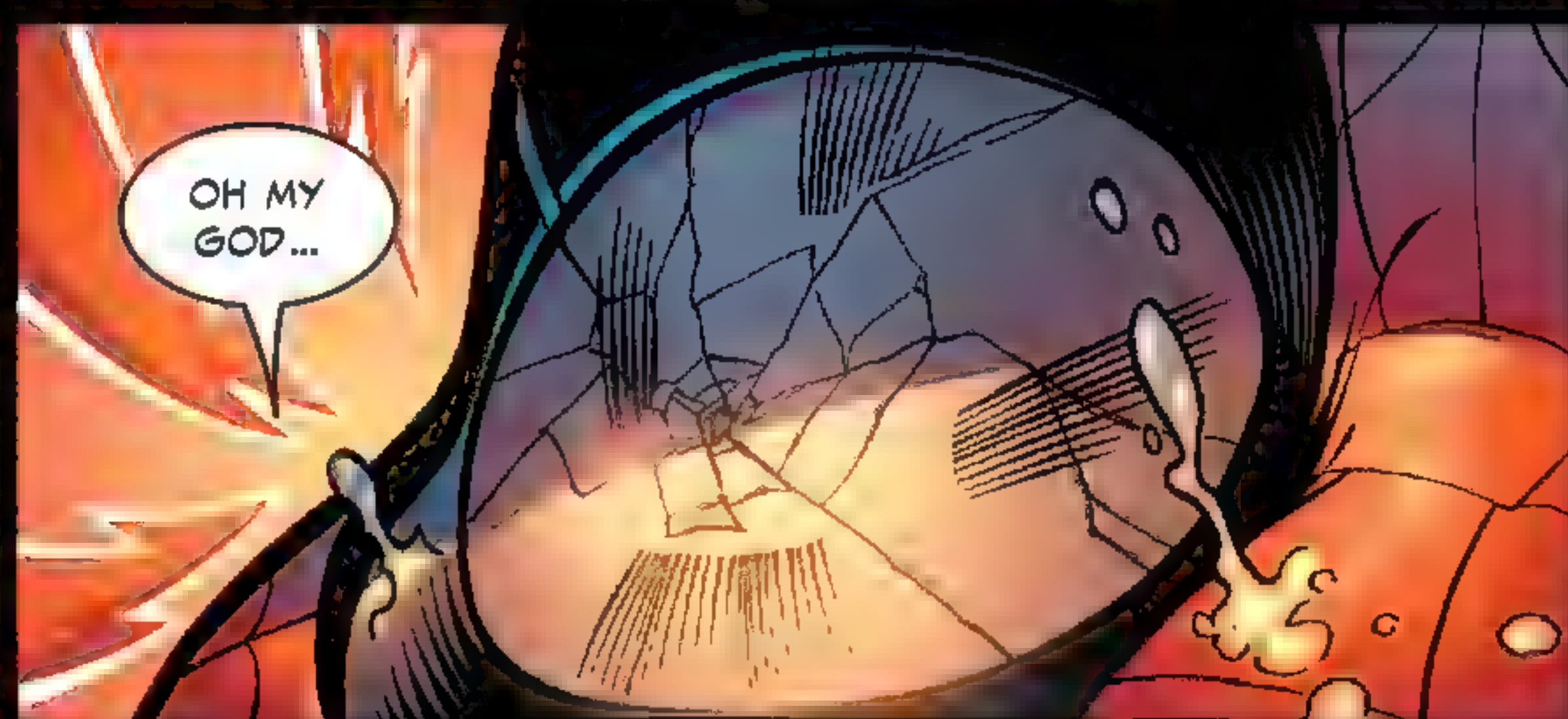
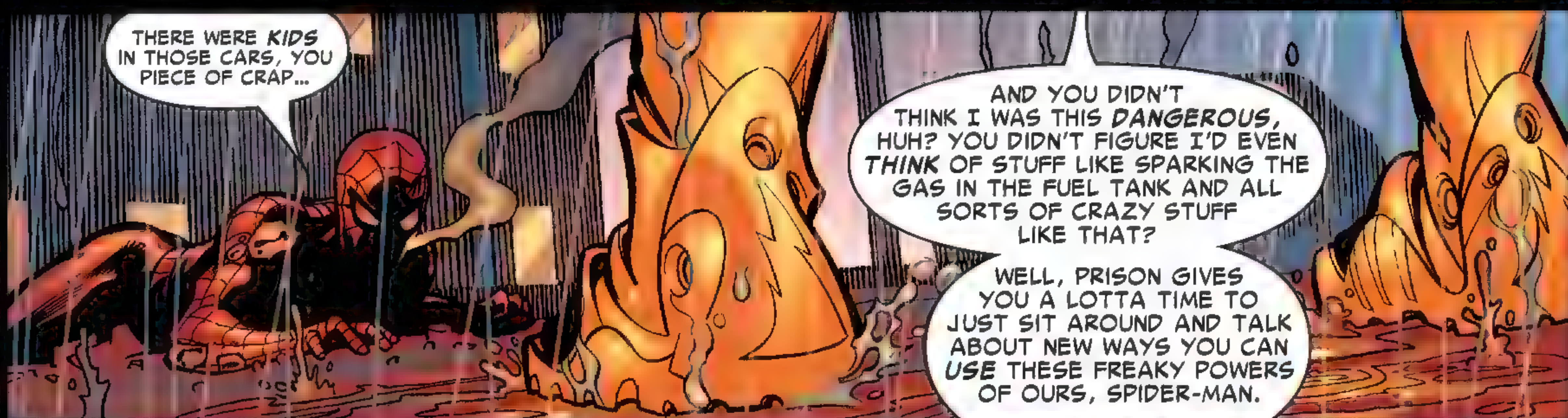
YOU GOT YOURSELF IN WAY OVER YOUR HEAD THIS TIME, SPIDER-MAN. THIS WAS JUST BETWEEN THE BAD GUYS. YOU SHOULDN'T EVEN BE INVOLVED.

YOU WOULDN'T BELIEVE THE STUFF WE GET UP TO BEHIND YOUR BACKS. YOU WOULDN'T BELIEVE THE STUFF WE DO THAT THE SUPER HEROES NEVER EVEN HEAR ABOUT.

What the hell's he talking about? How could these idiots kidnapping Aunt May NOT involve me?

Is it possible whoever's MASTERMINDING this crap never TOLD them who I really WAS?









ADRIAN? IT'S ME.
LISTEN, YOU GOTTA
GET DOWN HERE, PAL.
THIS FIGHT'S GOING LIKE A
DREAM. YEAH, I KNOW ABOUT
THE MONEY, BUT I THINK
HE'S GOT THE FLU OR
SOMETHING.

I'M COMPLETELY
KICKING THE CRAP OUT
OF HIM HERE AND YOU
GOTTA GET A PIECE OF
THIS BEFORE THE COPS
SHOW UP.

NAH, NOBODY'S
EVEN APPEARED YET.
THAT'S THE BEAUTIFUL THING.
I'D SAY WE GOT ANOTHER
FIVE OR TEN...

WHAT? WHAT
THE HELL ARE YOU
TALKING ABOUT YOU'RE NOT
AT THE HOTEL? I THOUGHT
YOU SAID YOU COULD FLY AT
A HUNDRED MILES AN HOUR
OR SOMETHING?

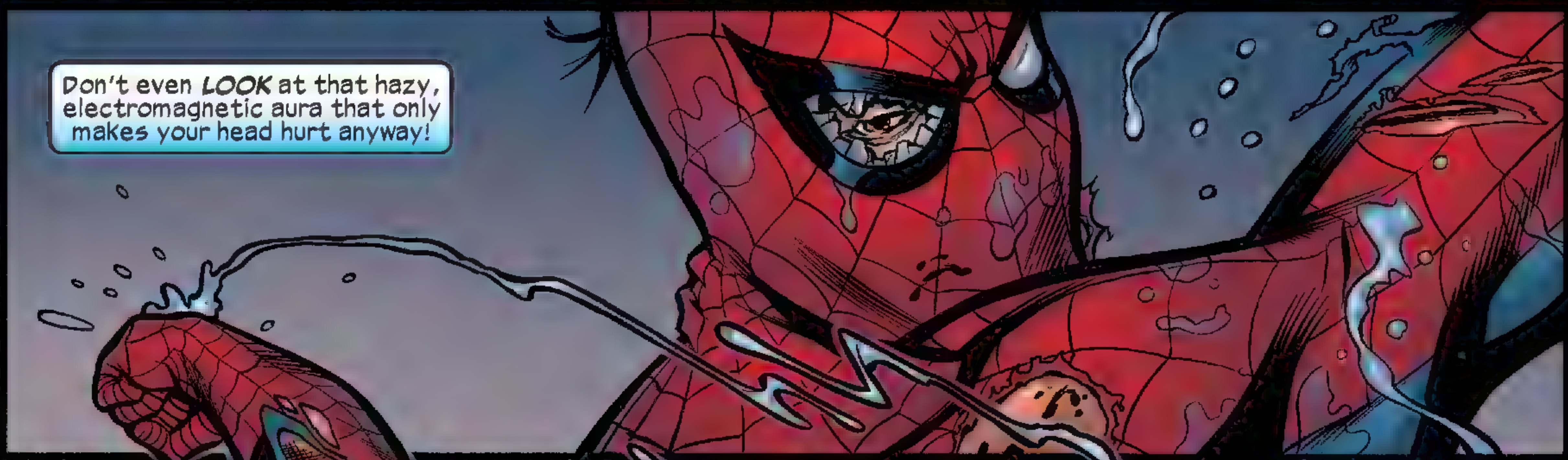


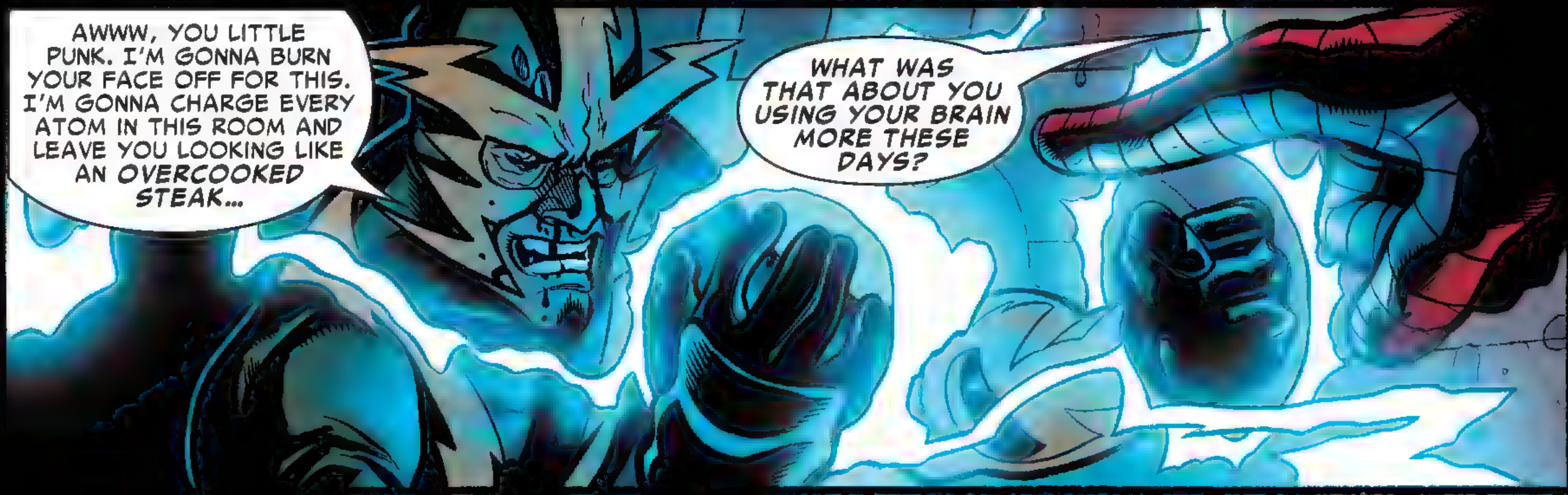
NOT WITHOUT
THE WINGS, I CAN'T.
THAT'S WHY I HAD TO
GO BACK TO THE ROOM,
GENIUS. WITHOUT THE WINGS
ALL I DO IS FLOAT AND
THE WIND'S COMPLETELY
AGAINST ME HERE.

I DIDN'T
CALL FOR A WEATHER
REPORT, ADRIAN. JUST
GET YOURSELF DOWN HERE
AND HELP ME FINISH HIM
OFF, HUH?

I KNOW I'LL
NEVER HEAR THE END
OF IT IF YOU DON'T GET
A FEW KICKS AND
PUNCHES INTO THIS
SON OF A...









WHAT?

MAY
PARKER.

WHO?

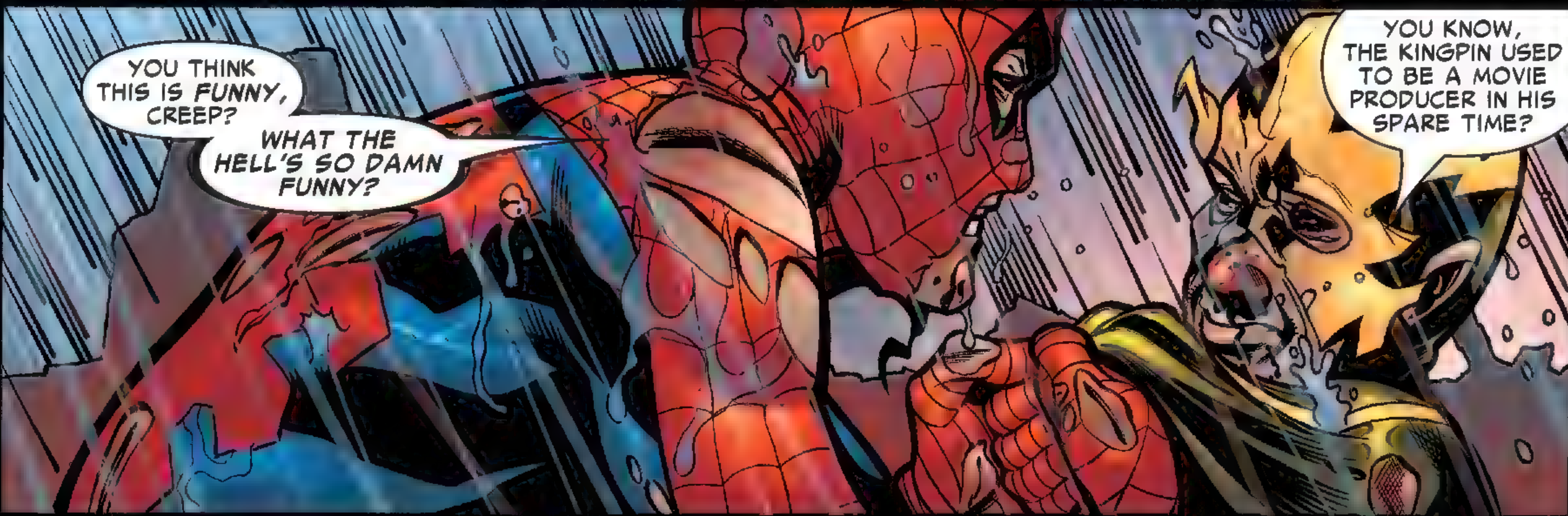


DON'T PLAY
GAMES WITH ME,
MAX. THE OWL TOLD
ME YOU KIDNAPPED THE
OLD WOMAN AND UNLESS
YOU TELL ME WHERE
YOU PUT HER THIS FIST
IS GOING RIGHT
THROUGH YOUR
FACE, MAN.

AW,
GOD...



YOU REALLY
ARE AN IDIOT, YOU
KNOW THAT, SPIDER-
MAN? A COMPLETE
AND UTTER
MORON!



YOU THINK
THIS IS FUNNY,
CREEP?

WHAT THE
HELL'S SO DAMN
FUNNY?

YOU KNOW,
THE KINGPIN USED
TO BE A MOVIE
PRODUCER IN HIS
SPARE TIME?



WHAT?

OH, YEAH.
LOTSA BIG MOVIES
BEEN BACKED BY THE
MOB OVER THE YEARS.
ALWAYS HAS BEEN,
ALWAYS WILL BE.

NOT BECAUSE
THEY APPRECIATE
CINEMA OR NUTHIN'.
JUST BECAUSE YOU
GET YOUR CASH DRY-
CLEANED BY INVESTING
IT IN PICTURES AND
SOMETIMES END
UP WITH A NICE
RETURN.



You remember that chase-movie last year with the Hollywood golden couple? The one that looked so damn sweet on paper, but got laughed outta the theaters?

Well, The Kingpin wasn't laughing. He was good for twenty million bucks of that picture and unless he got his money back, some **FAMOUS HEADS** were gonna roll.



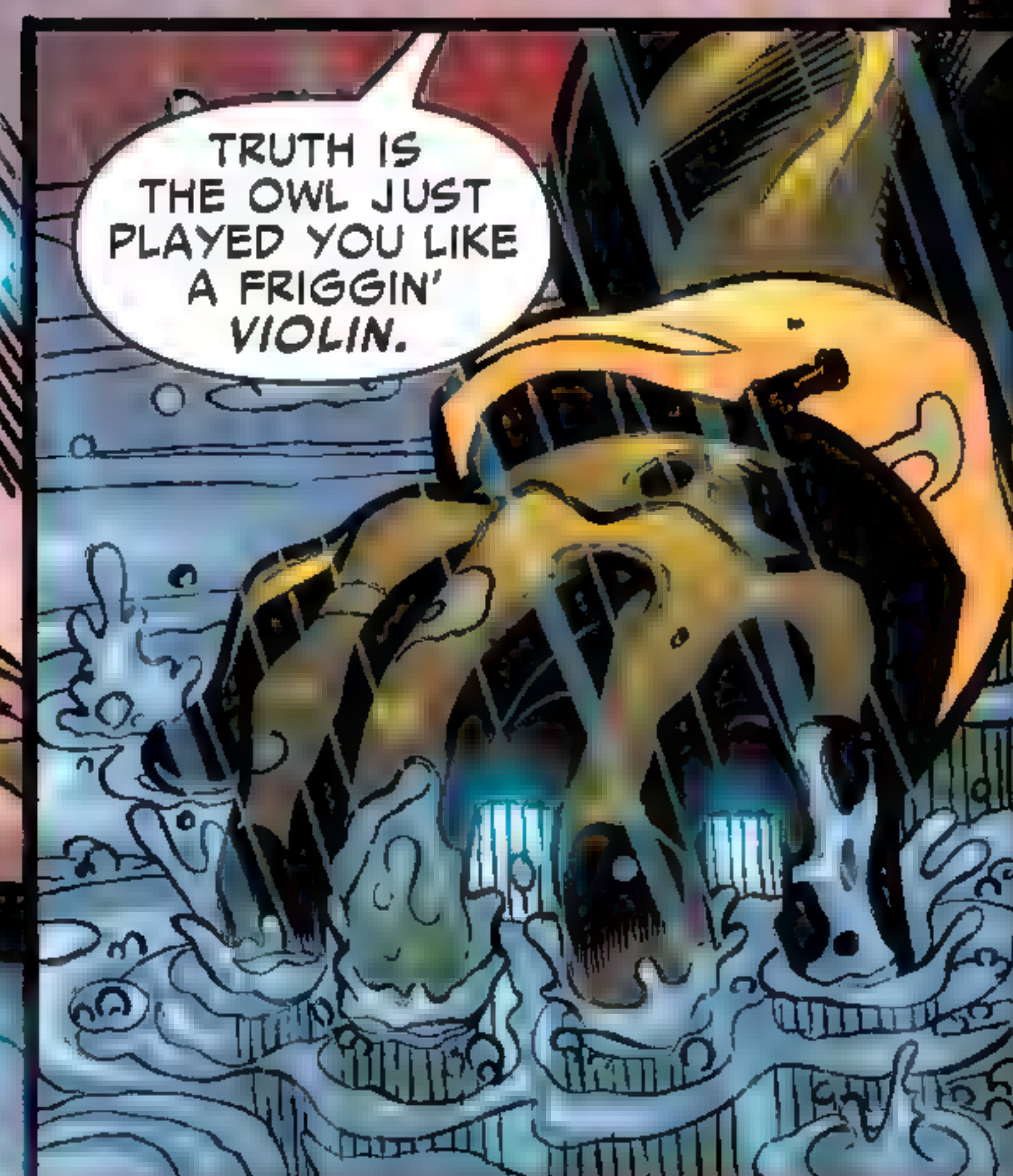
That's where me and The Vulture came in. The Owl sent us out to collect the fat-man's old debt, but me and Toomes had ourselves a little **BRAINWAVE**.

Owl was fresh out of jail. Owl was just **RE-ESTABLISHING** himself and didn't have a decent **GANG** together yet. What was stopping us from just **DISAPPEARING** with his twenty million?

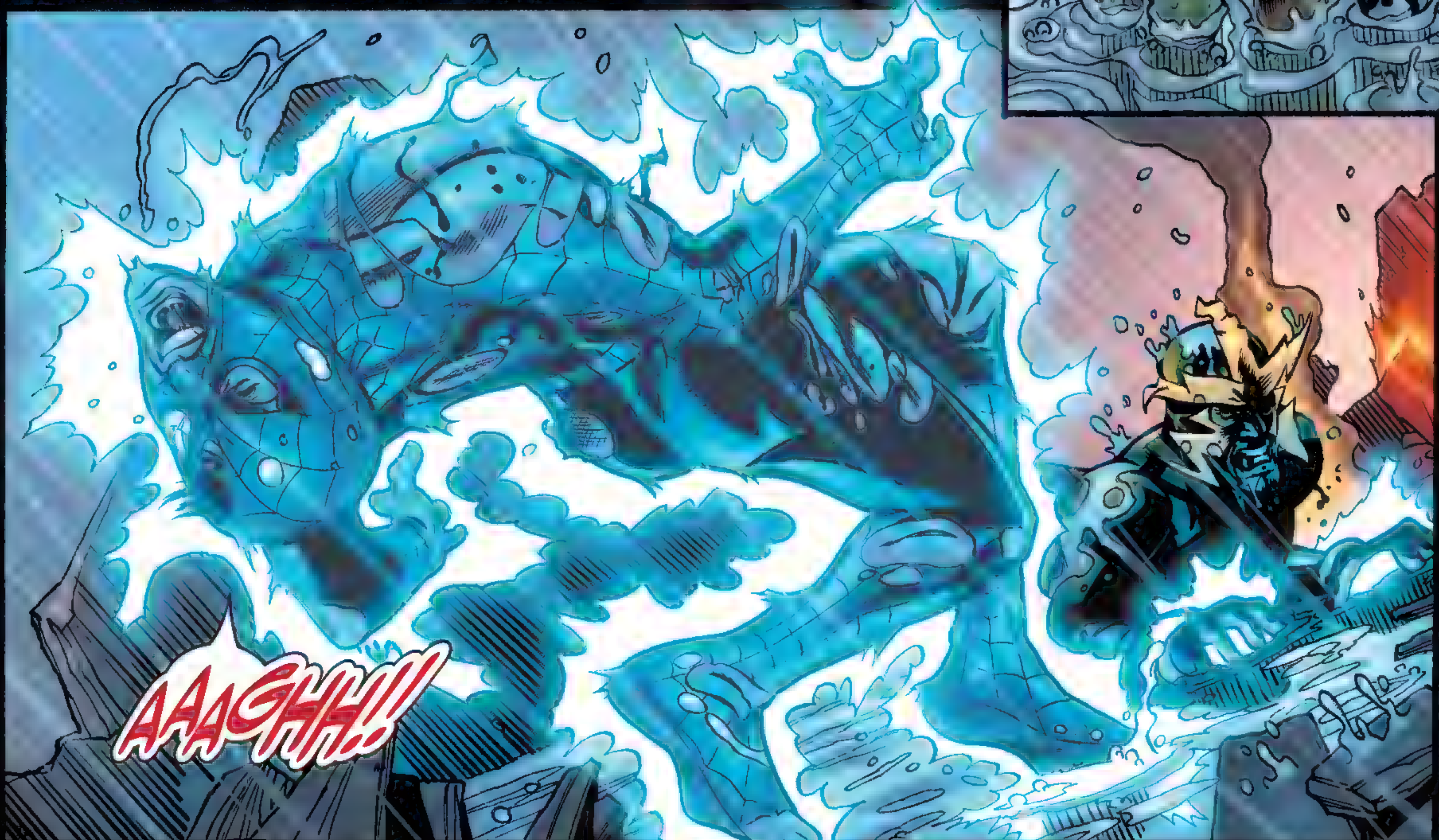


OH, GOD...

DAMN RIGHT
OH GOD. TRUTH IS
WE'VE NEVER EVEN
HEARD OF THIS CHICK
YOU'RE LOOKING
FOR, SPIDER-MAN.

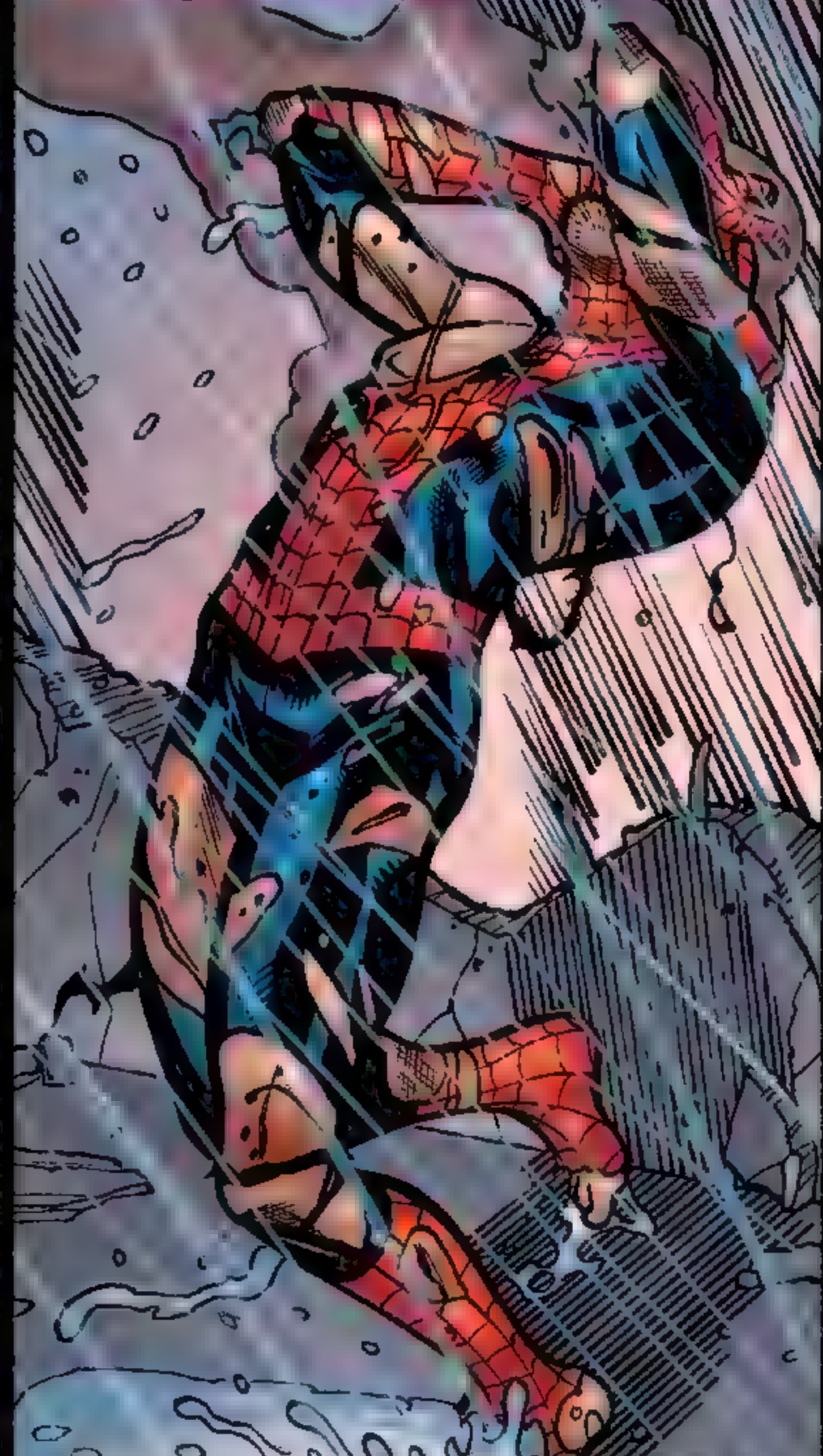


TRUTH IS
THE OWL JUST
PLAYED YOU LIKE
A FRIGGIN'
VIOLIN.



AAAGH!!!

Suddenly, I'm thinking about the time I won the science prize; Aunt May standing up and clapping on her own, Flash Thompson giggling and whispering a dirty joke about her.

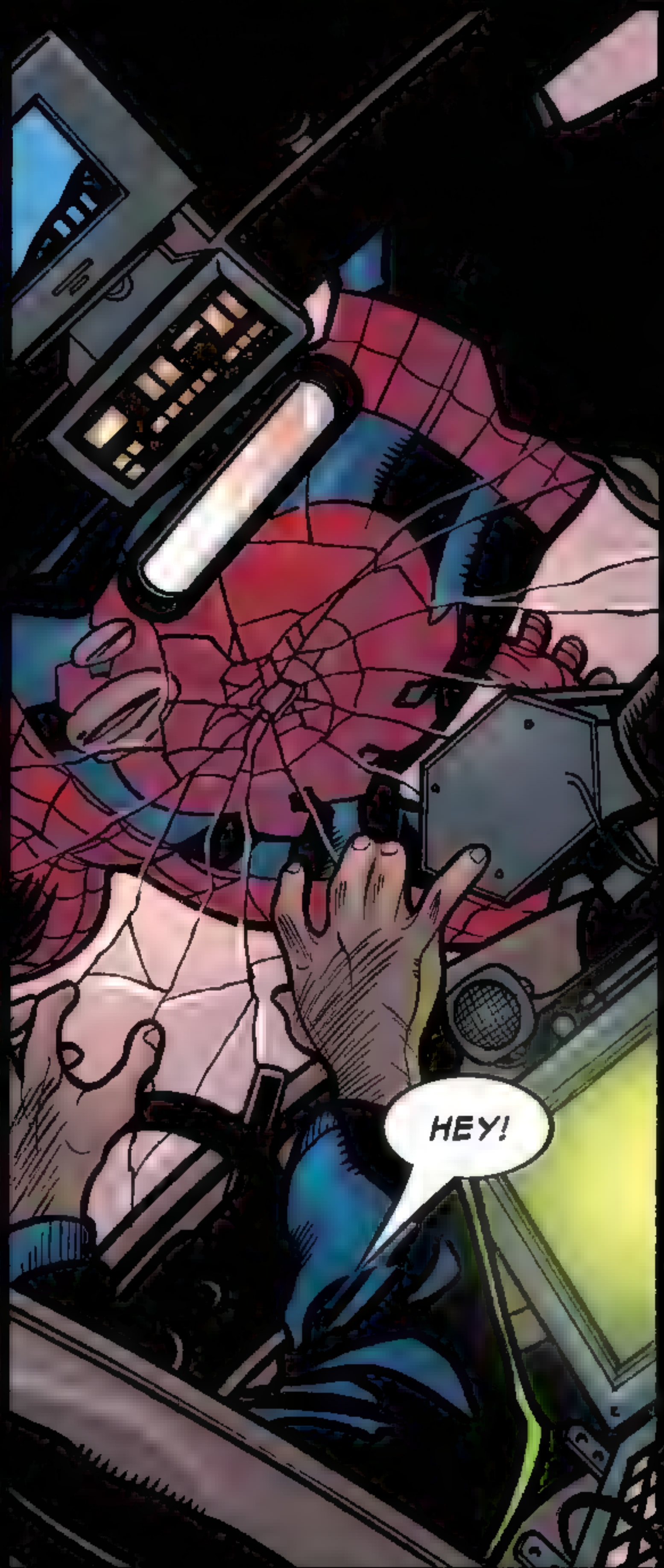
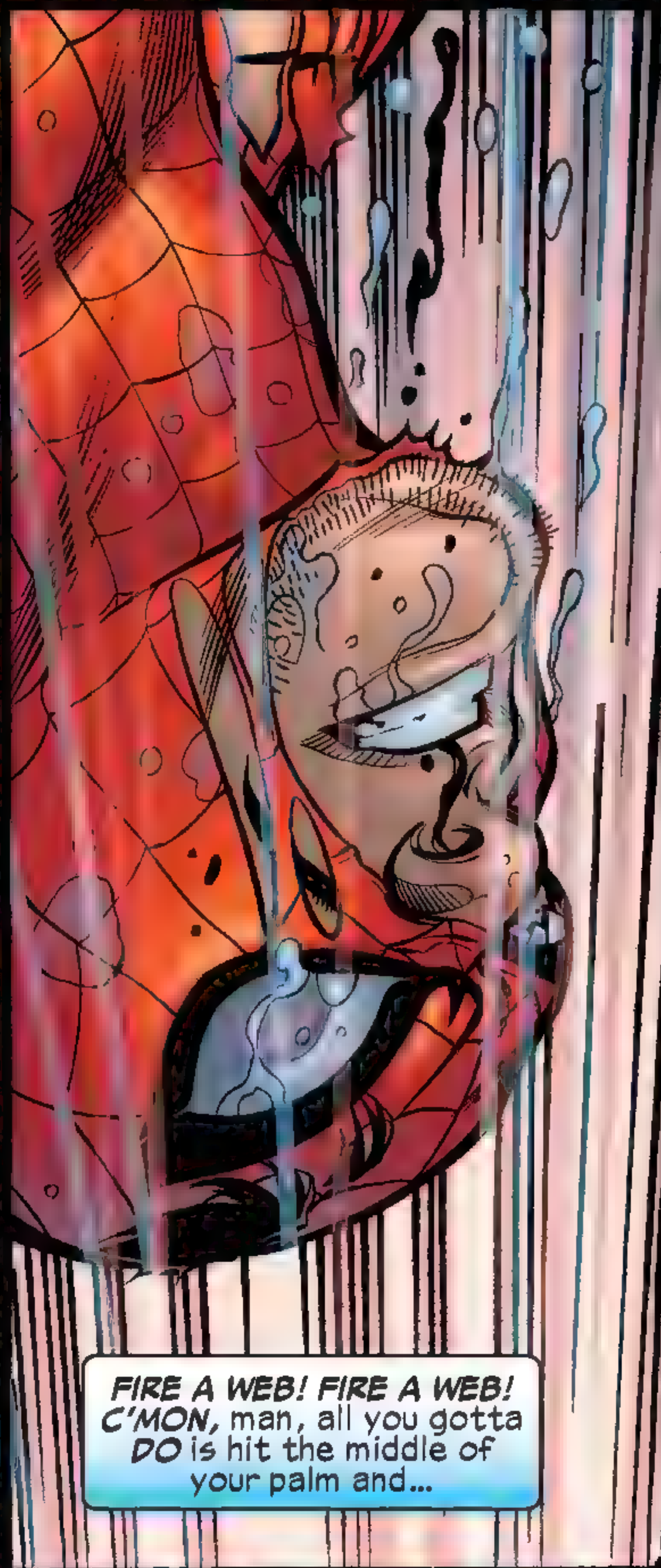


How did a clever little boy end up a **BAG-MAN** for **THE OWL**? Was I really so freaked out my **BRAIN** jammed up or something?

WOH!



FIRE A WEB! FIRE A WEB!
C'MON, man, all you gotta **DO** is hit the middle of your palm and...



HEY!

...squeeze.

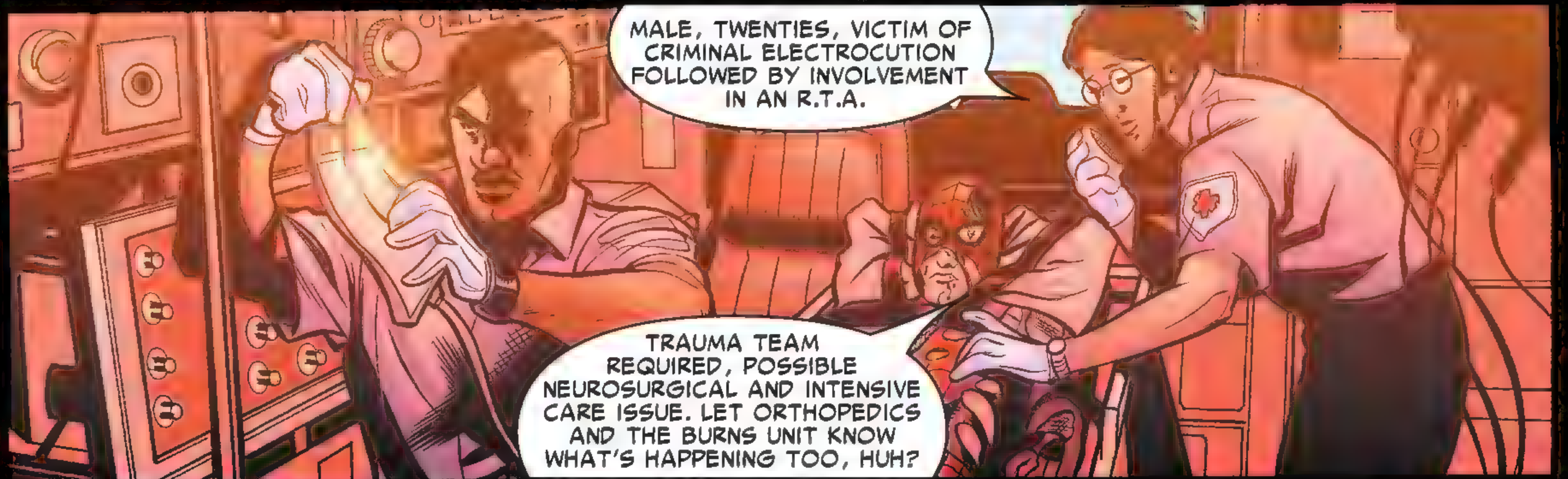
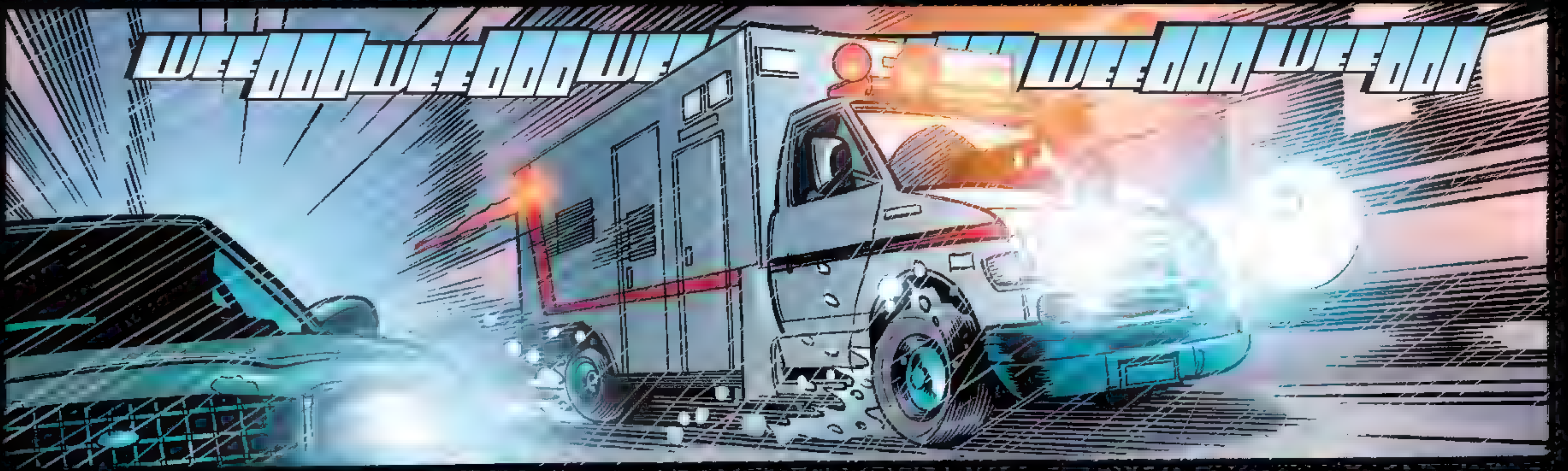
I'm sorry, Aunt May. Sorry for this stupid hobby that keeps killing people I love. Now you're gonna die just like Uncle Ben and just like Uncle Ben...



...it's Peter Parker's fault.

JEEZ,
SOMEBODY WANNA
PUNCH UP 911 OR
SOMETHING?





MALE, TWENTIES, VICTIM OF CRIMINAL ELECTROCUTION FOLLOWED BY INVOLVEMENT IN AN R.T.A.

TRAUMA TEAM REQUIRED, POSSIBLE NEUROSURGICAL AND INTENSIVE CARE ISSUE. LET ORTHOPEDICS AND THE BURNS UNIT KNOW WHAT'S HAPPENING TOO, HUH?



YOU HEAR WHO THEY GOT COMING IN WITH ALL THESE GUYS?

DAREDEVIL, RIGHT?

MAN, I HEARD IT WAS PASTE-POT PETE FROM THE FRIGHTFUL FOUR. I ALREADY CALLED MY WIFE AND PROMISED I'D GET A PICTURE WITH THAT FRIGGIN' LOSER.



OUTTA THE WAY! C'MON, CLEAR A PATH! THIS GUY'S LOSING A LOT OF BLOOD HERE, PEOPLE!

AW, JEEZ...



THE HELL ARE YOU DOING TAKING PICTURES, FAT-BOY?

WHOA! SORRY. DIDN'T REALIZE THERE WAS A RULE OR ANYTHING, MAN...



THE GUY'S AS BAD AS HE LOOKS, DOC: FULL THICKNESS BURNS TO HIS UPPER CHEST AND SHOULDER WITH EARLY TISSUE EDEMA AND A FRACTURE DISLOCATION OF HIS HUMERAL HEAD.

JUST GET HIM UP ON THE TABLE.



I THINK HE'S GOING TO NEED A LITTLE INTUBATION IF HIS AIRWAY'S AS COMPROMISED AS IT LOOKS. YOU WANT TO GET THAT SILLY MASK OFF?

WHAT ARE YOU TALKING ABOUT?

YOU CAN'T TAKE HIS MASK OFF. WHAT ABOUT HIS SECRET IDENTITY?



WHAT THE HELL ARE YOU, NINE YEARS OLD? JUST PASS ME THE SCISSORS BEFORE THIS GUY CHOKES TO DEATH, ROBINSON.

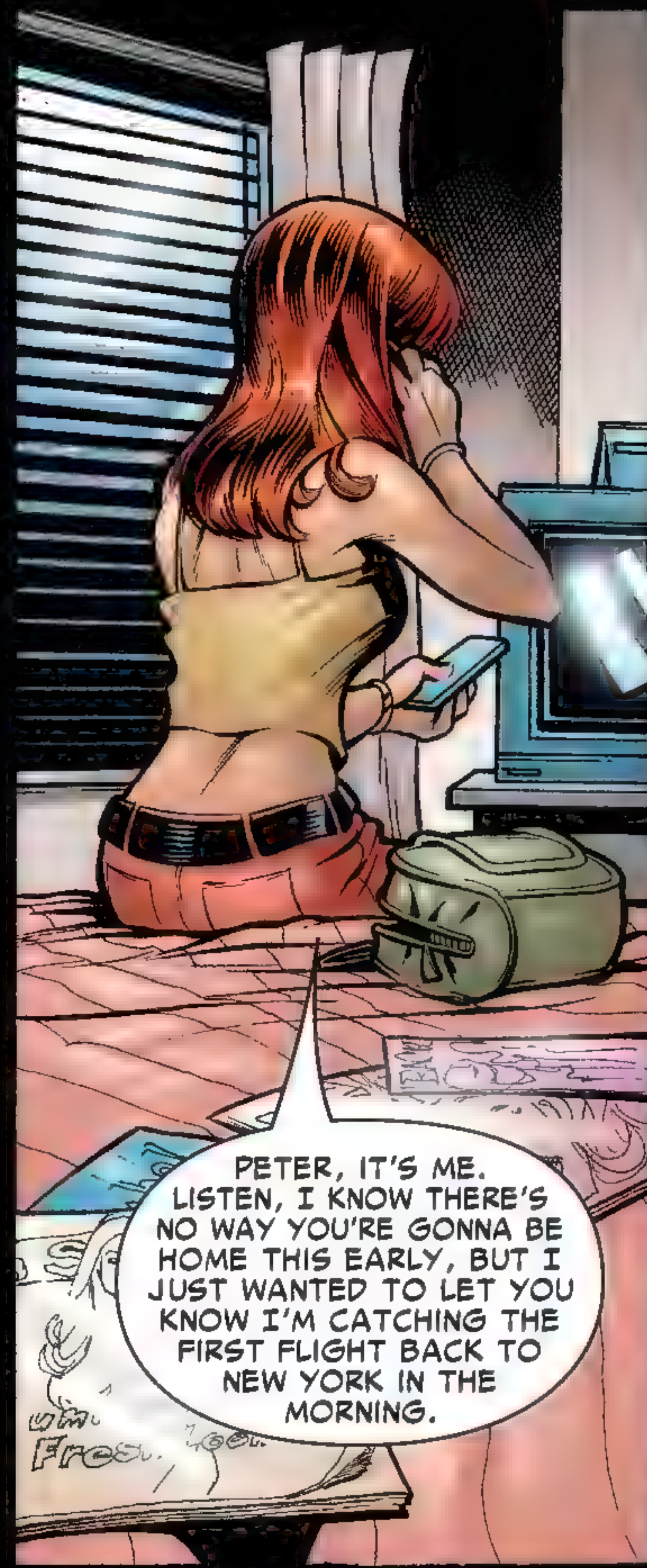
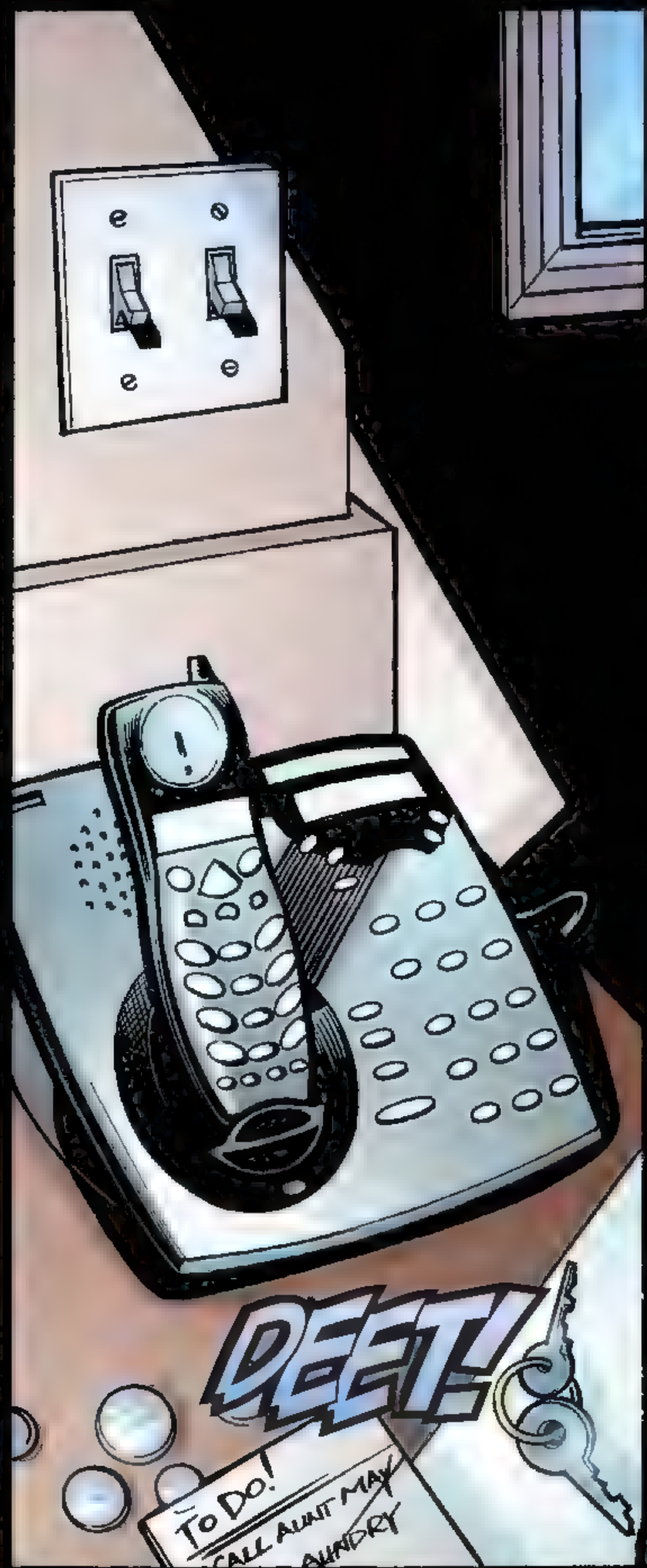


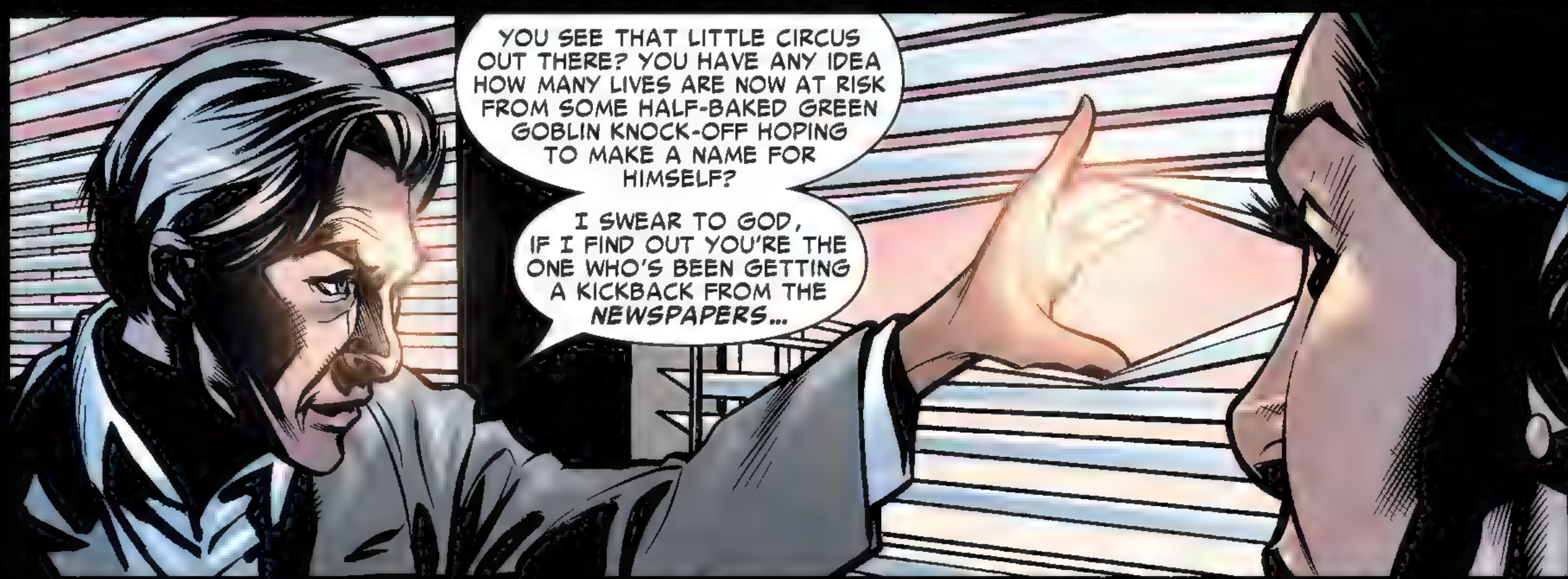
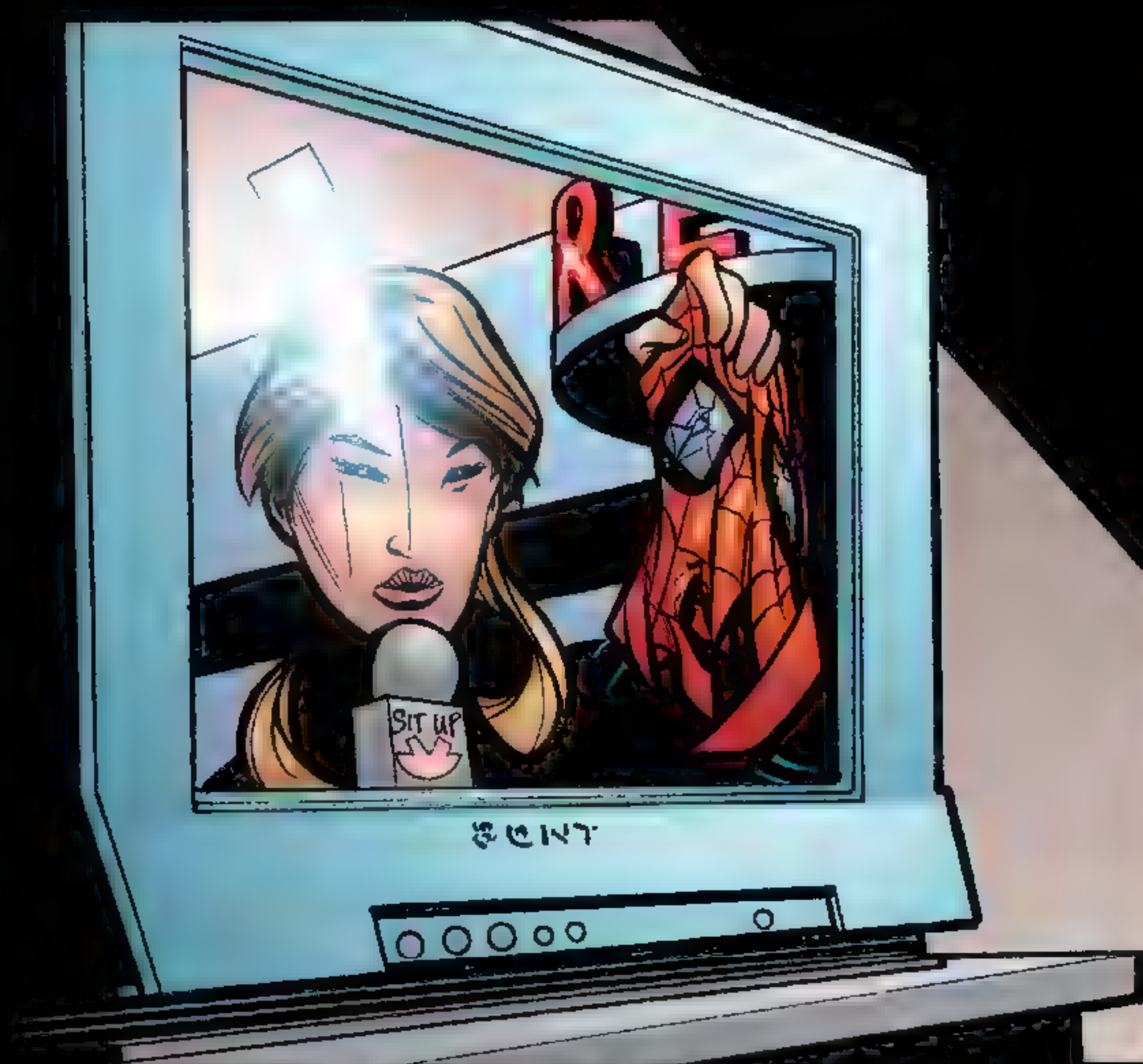
STRETCHIER THAN IT LOOKS, HUH?

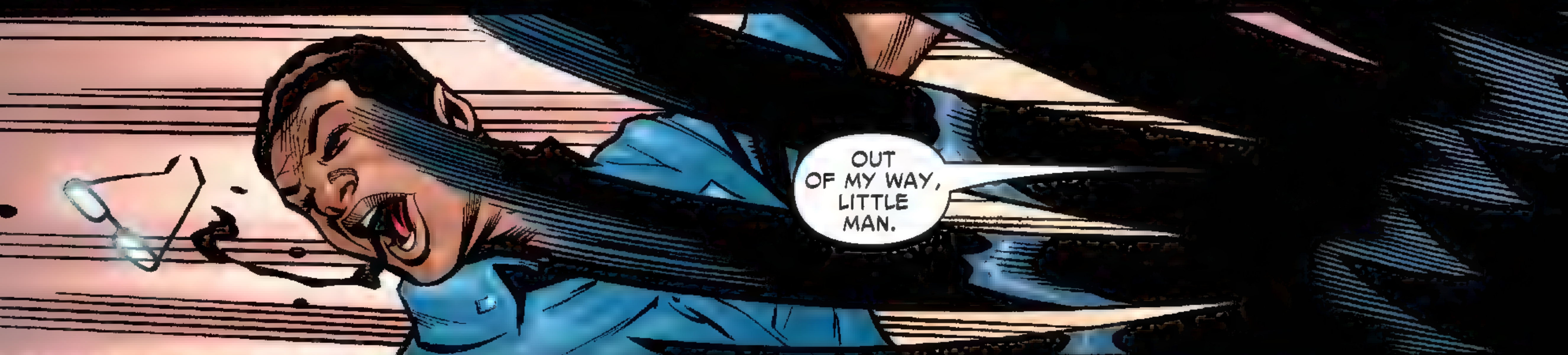


OKAY.

NOW LET'S GET DOWN TO BUSINESS...









TAKE A LOOK
AT THE *DISCOVERY*
CHANNEL,
SWEETHEART.

THIS
IS WHAT
VULTURES
DO.



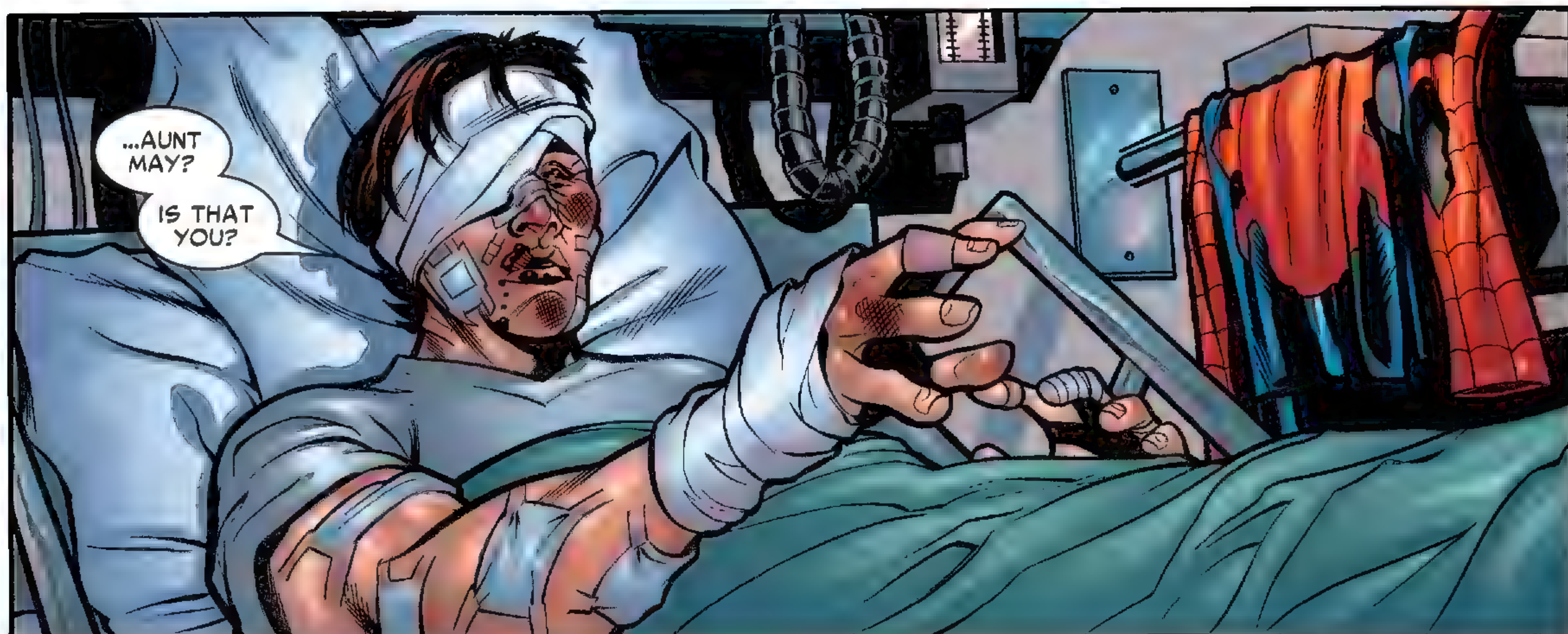
MARVEL KNIGHTS SPIDER-MAN #4
TERRY DODSON, RACHEL DODSON & MATT MILLA

DOWN AMONG THE DEAD MEN

PART
4 OF 4

OH, PETER.
YOU'RE LIKE A LITTLE
BROKEN BIRD LYING THERE.
I TOLD YOU THIS WOULD
HAPPEN IF YOU DIDN'T STOP
ALL THAT SPIDER-MAN
SILLINESS.





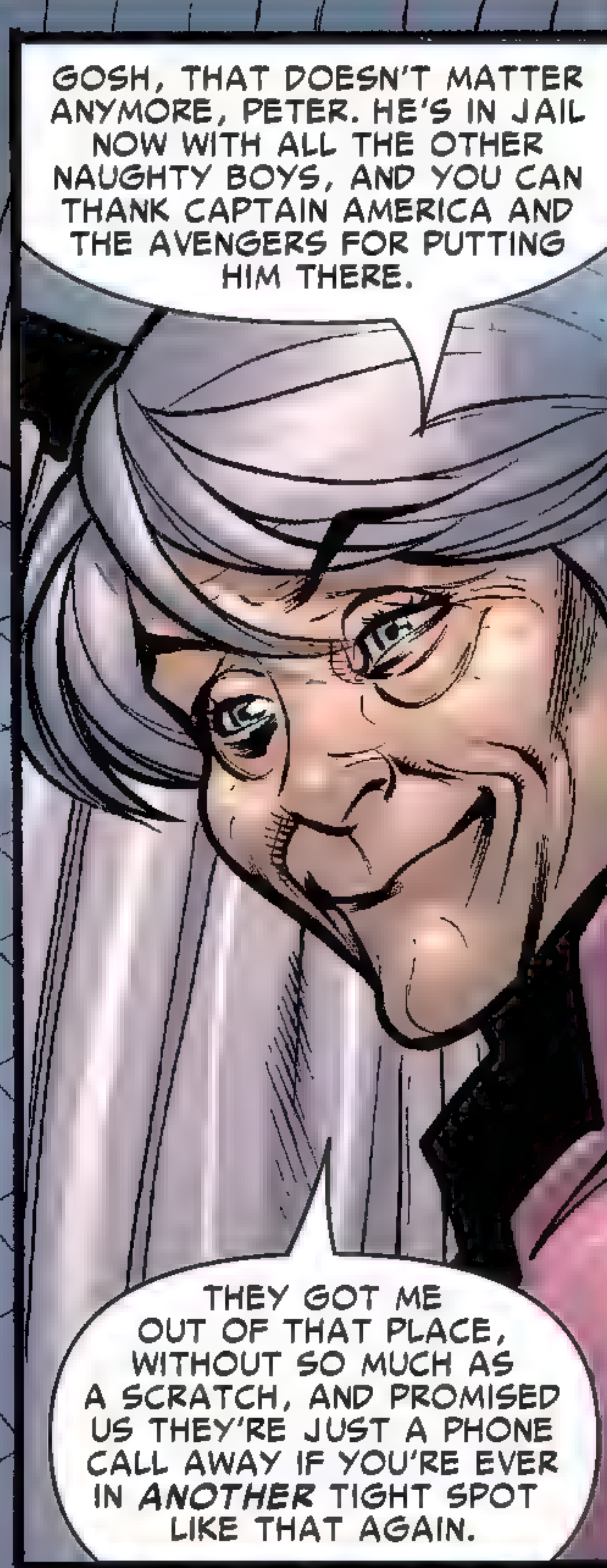
...AUNT
MAY?
IS THAT
YOU?



OF COURSE IT'S ME, SWEETIE.
WHO ELSE WOULD IT BE?
SURPRISED TO SEE ME BACK
AFTER THAT WHOLE
KIDNAPPING ORDEAL?

YEAH,
SURE. IT'S
JUST...

OH, AUNT MAY.
IT'S SO GOOD TO SEE
YOU AGAIN, BUT I DON'T
UNDERSTAND. HOW DID YOU
GET AWAY FROM THIS
GUY? WHO DID IT TURN
OUT TO BE?



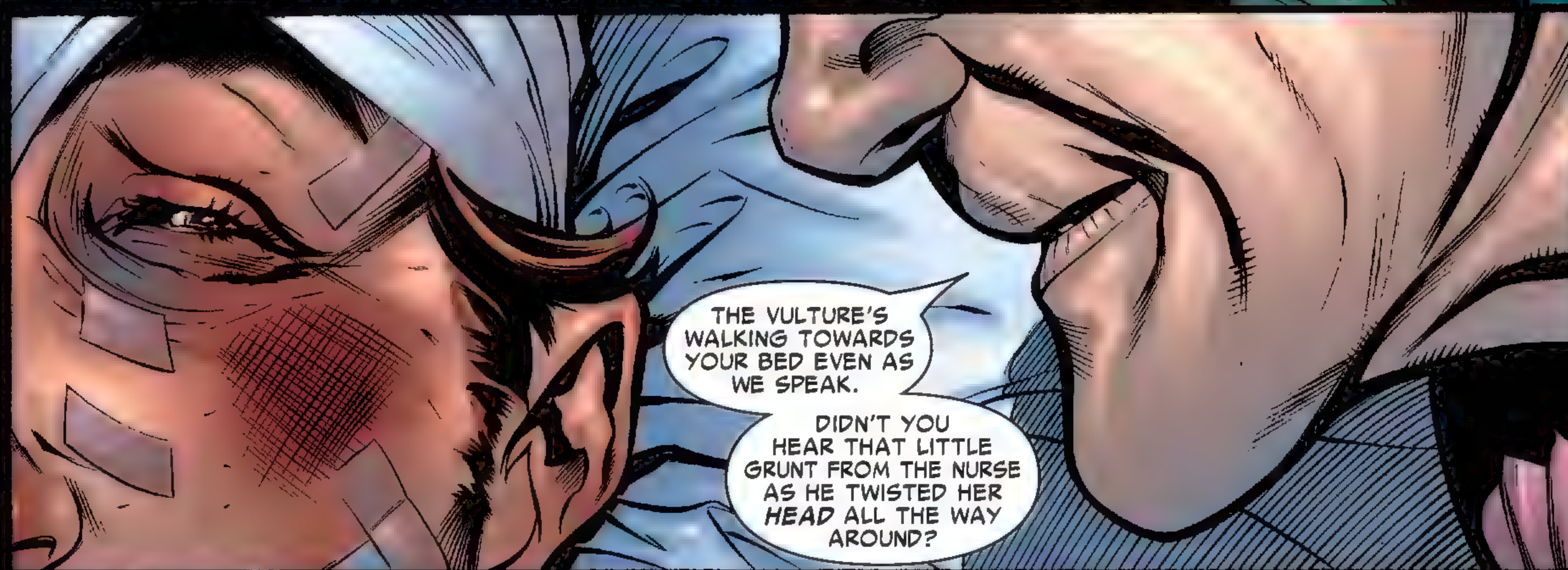
GOSH, THAT DOESN'T MATTER
ANYMORE, PETER. HE'S IN JAIL
NOW WITH ALL THE OTHER
NAUGHTY BOYS, AND YOU CAN
THANK CAPTAIN AMERICA AND
THE AVENGERS FOR PUTTING
HIM THERE.

THEY GOT ME
OUT OF THAT PLACE,
WITHOUT SO MUCH AS
A SCRATCH, AND PROMISED
US THEY'RE JUST A PHONE
CALL AWAY IF YOU'RE EVER
IN ANOTHER TIGHT SPOT
LIKE THAT AGAIN.



REALLY?

NO, SILLY-BOY.
THIS IS JUST THE
MIDAZOLAM THE
DOCTORS PRESCRIBED
INDUCING MILD
HALLUCINATIONS.



THE VULTURE'S
WALKING TOWARDS
YOUR BED EVEN AS
WE SPEAK.

DIDN'T YOU
HEAR THAT LITTLE
GRUNT FROM THE NURSE
AS HE TWISTED HER
HEAD ALL THE WAY
AROUND?



OKAY,
SPIDER-MAN.

LET'S
GET DOWN
TO **BUSINESS**
HERE...



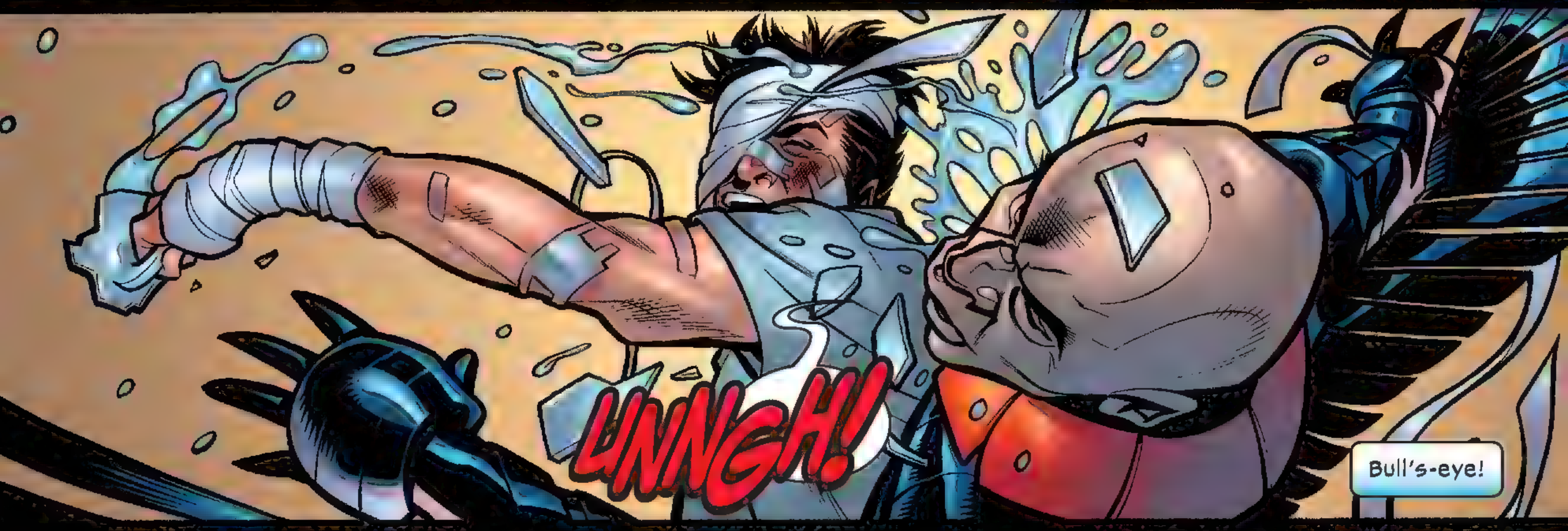
NO STRUGGLING, BOY. IT'LL ALL BE OVER SOON. I'M NOT A SADISTIC MAN. THIS WON'T TAKE ANY LONGER THAN IT HAS TO.

ALL I WANT IS A PEEK BENEATH THOSE BANDAGES FIRST, TO SEE JUST WHO YOU WERE ALL THESE YEARS.



His gloves stink of nicotine and what smells like beef jerky. He's heavier than he looks, wriggling around and giggling through those awful yellow teeth, excited as he picks away.

The clock's too small. The cups are made of plastic. I need to reach something with a little more **WEIGHT**...



Bull's-eye!



FREEZE OR WE BLOW YOU A NEW ONE, VULTURE!

GO AHEAD AND MAKE MY DAY, DIRTY HARRY...

Get your act together, Parker. Not feeling your feet is completely irrelevant. You've gotta get up and protect these...





HIT BY A CAR,
DOPED UP ON PAIN-
KILLERS, AND SHOT A
COUPLE OF TIMES? YOU'RE
NOT EXACTLY HAVING A
GOOD DAY,
SPIDER-MAN.

BUT THAT'S
GOOD. BECAUSE I'M
NOT HAVING A GOOD ONE
EITHER AND IT'S ALL DOWN
TO YOU, AND THAT TWENTY
MILLION BUCKS OF OURS
YOU SCATTERED ACROSS
THE CITY.

YOU KNOW
WHAT I WAS GONNA
DO WITH MY SHARE OF
THAT MONEY? YOU KNOW
WHAT I WAS GONNA
SPEND IT ON?

MY GRANDSON,
SPIDER-MAN! THAT
MONEY WAS GONNA PAY
FOR MY GRANDSON'S
LEUKEMIA TREATMENT,
YOU LOUSY LITTLE
SLEAZE!



AGH!

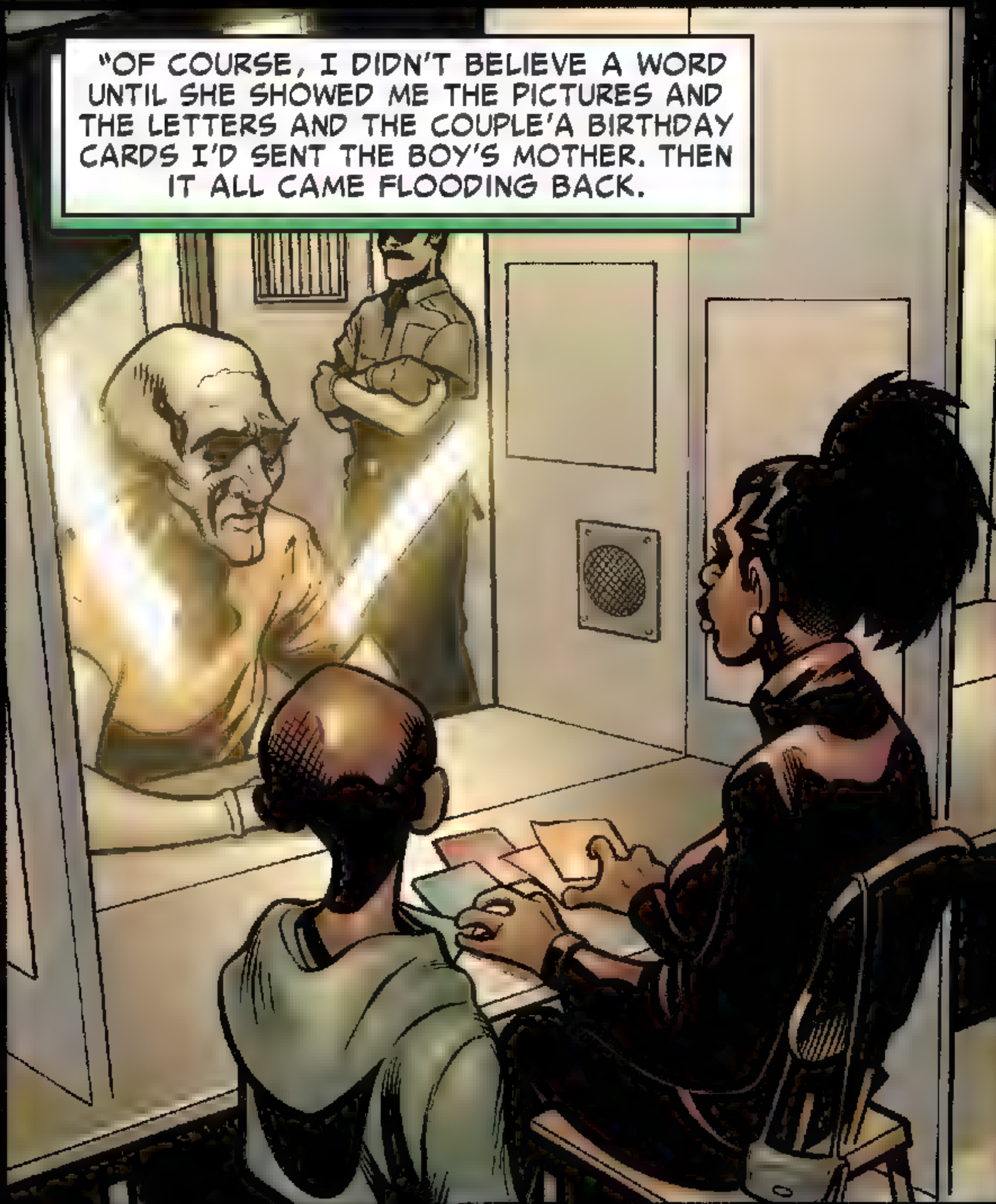
STUPID BIRDS
NEARLY TOOK MY
EYE OUT!

GOD!

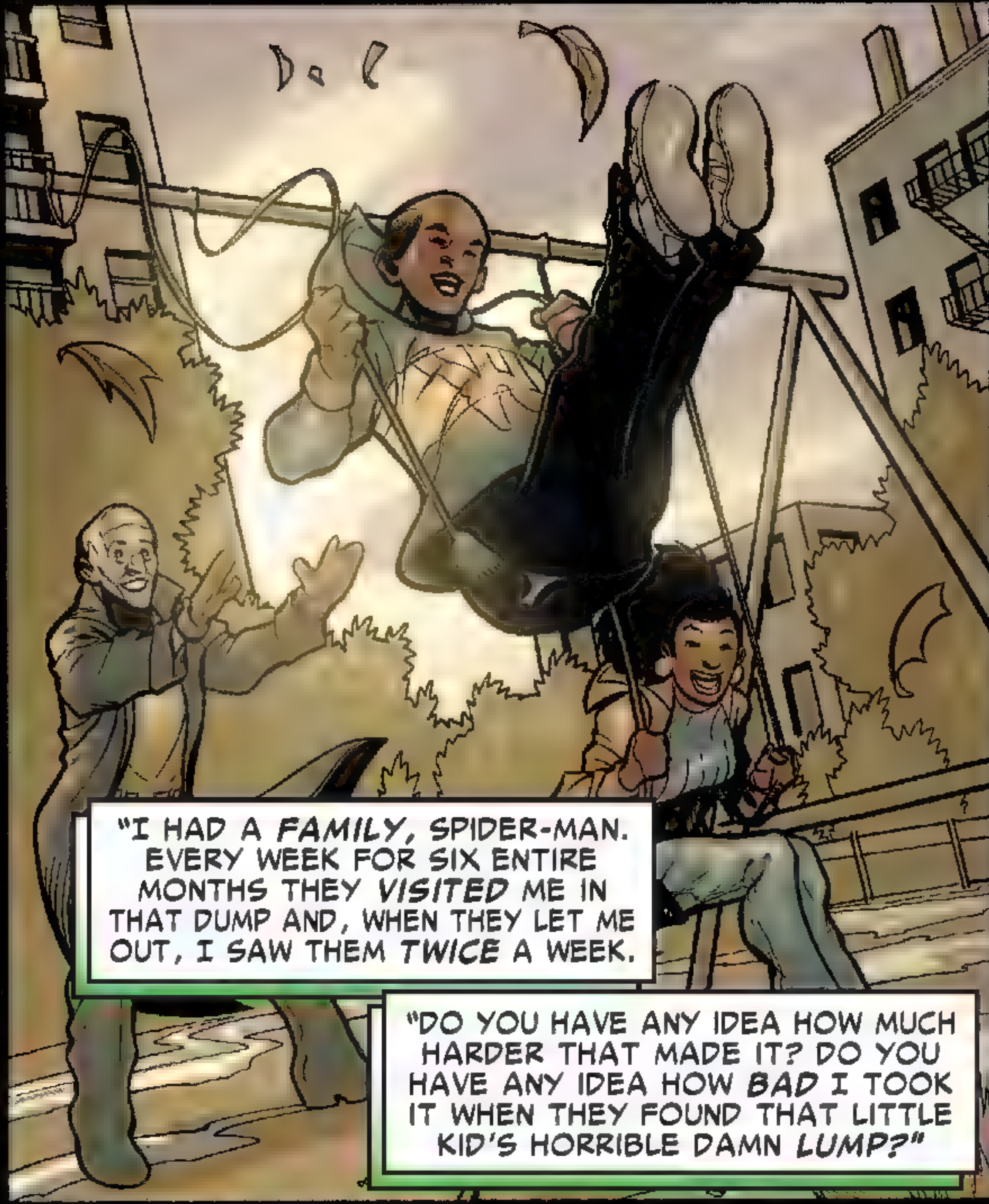
DIDN'T KNOW I HAD A
FAMILY, HUH? WELL, NEITHER
DID I UNTIL MY DAUGHTER-
IN-LAW SHOWED UP AT RIKER'S
WITH THE MOST BEAUTIFUL BABY
BOY YOU EVER SAW IN
YOUR LIFE.

SHE SAID HER
HUSBAND WAS DOING TIME
FOR ARMED ROBBERY OVER IN
DELAWARE, AND SHE WANTED HER
BOY TO MEET ME BEFORE SOME
SUPER-PUNK DROPPED A TRUCK
ON ME OR SOMETHING.

"OF COURSE, I DIDN'T BELIEVE A WORD UNTIL SHE SHOWED ME THE PICTURES AND THE LETTERS AND THE COUPLE A BIRTHDAY CARDS I'D SENT THE BOY'S MOTHER. THEN IT ALL CAME FLOODING BACK.



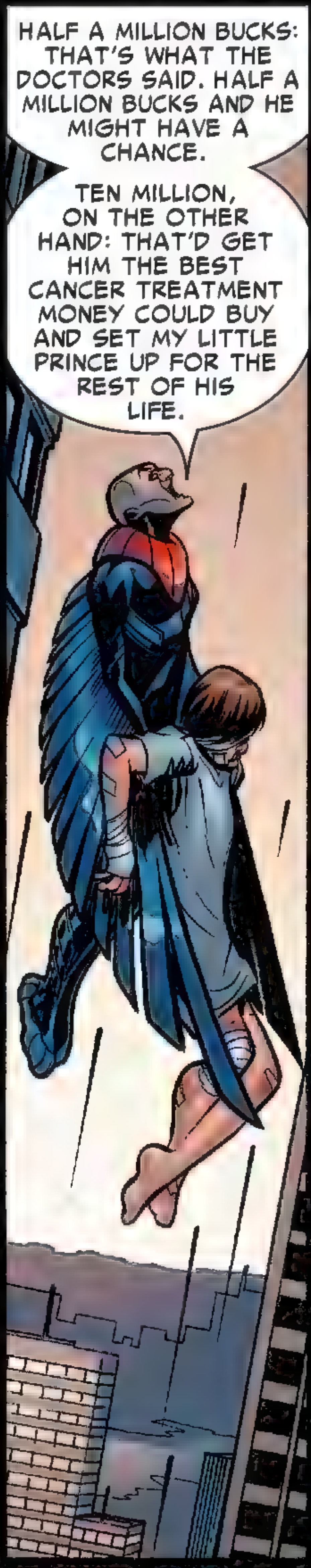
"I HAD A FAMILY, SPIDER-MAN. EVERY WEEK FOR SIX ENTIRE MONTHS THEY VISITED ME IN THAT DUMP AND, WHEN THEY LET ME OUT, I SAW THEM TWICE A WEEK.



"DO YOU HAVE ANY IDEA HOW MUCH HARDER THAT MADE IT? DO YOU HAVE ANY IDEA HOW BAD I TOOK IT WHEN THEY FOUND THAT LITTLE KID'S HORRIBLE DAMN LUMP?"

HALF A MILLION BUCKS: THAT'S WHAT THE DOCTORS SAID. HALF A MILLION BUCKS AND HE MIGHT HAVE A CHANCE.

TEN MILLION, ON THE OTHER HAND: THAT'D GET HIM THE BEST CANCER TREATMENT MONEY COULD BUY AND SET MY LITTLE PRINCE UP FOR THE REST OF HIS LIFE.



THAT'S WHY I WANTED THE MONEY, SPIDER-MAN!

TEN MILLION BUCKS IS CHICKEN-FEED TO GUYS LIKE KINGPIN AND THE OWL, BUT IT'S THE DIFFERENCE BETWEEN LIVING AND DYING FOR MY LITTLE GRANDSON!



WHAT?

AH, GET THOSE STUPID BANDAGES OFF AND YOU'LL HEAR ME!





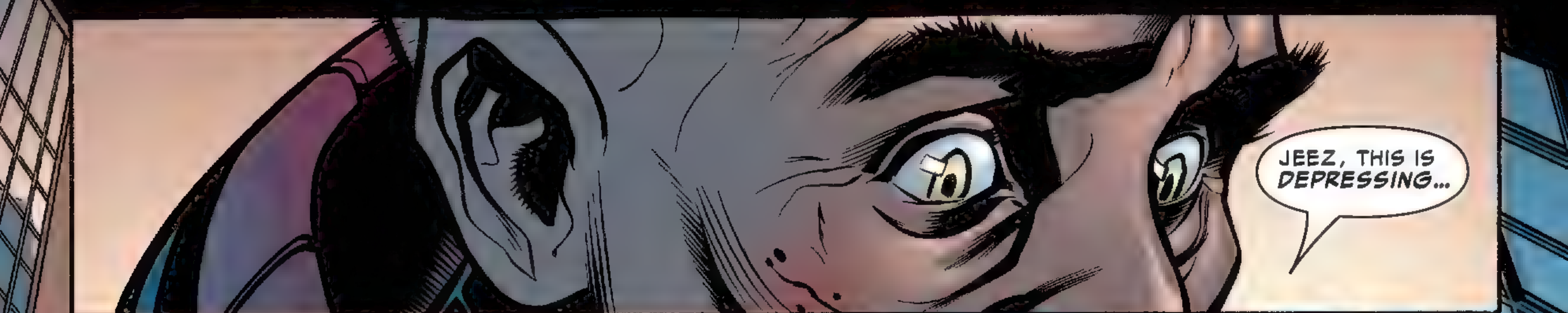
MY GOD.
DID YOU JUST...?



OH MY GOD...

I DON'T BELIEVE THIS. ALL THOSE FRIENDS OF MINE YOU PUT AWAY...I JUST ASSUMED YOU'D HAVE TO BE SOMEBODY, BUT LOOK AT YOU! YOU'RE A NOBODY!

YOU COULD BE PUMPING GAS OR STACKING SHELVES WHEN YOU'RE NOT DOING THIS!



JEEZ, THIS IS DEPRESSING...



ALL THOSE YEARS OF GETTING BEATEN BY A NOBODY.



Great: Here I am falling to my death. Ho hum!



Maybe this is just **KARMA** catching up with me. Maybe this is payback for screwing up the one decent thing The Vulture's ever **DONE** in his miserable life.



Web-Shooters aren't working. God, what am I talking about? I'm not even **WEARING** my Web-Shooters.

What the hell am I doing here anyway, and why am I so **RELAXED** about all this? Is my head still messed up from those drugs? Could I still be lying in that hospital bed?

I always assumed I'd slip this mortal coil deactivating a bomb or rescuing a cat or something, but unfortunately we're not consulted on these trivial matters.

Take a bow, Mister Parker. You've just helped out some very bad, fat crooks and now some little kid's about to die on top of everything else that's hit the fan.



Man, wouldn't **THAT** be something? What if this was all just another chemical hallucination?

What if this entire scenario was just going on in my head, and I'm really still lying back there in those starched, white sheets and...

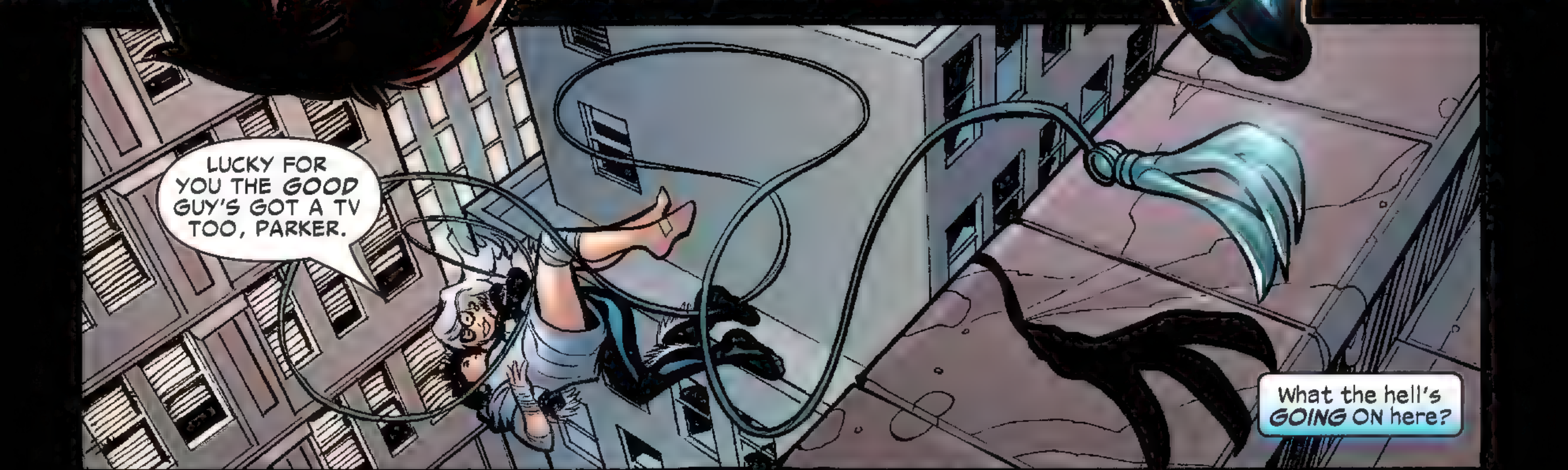


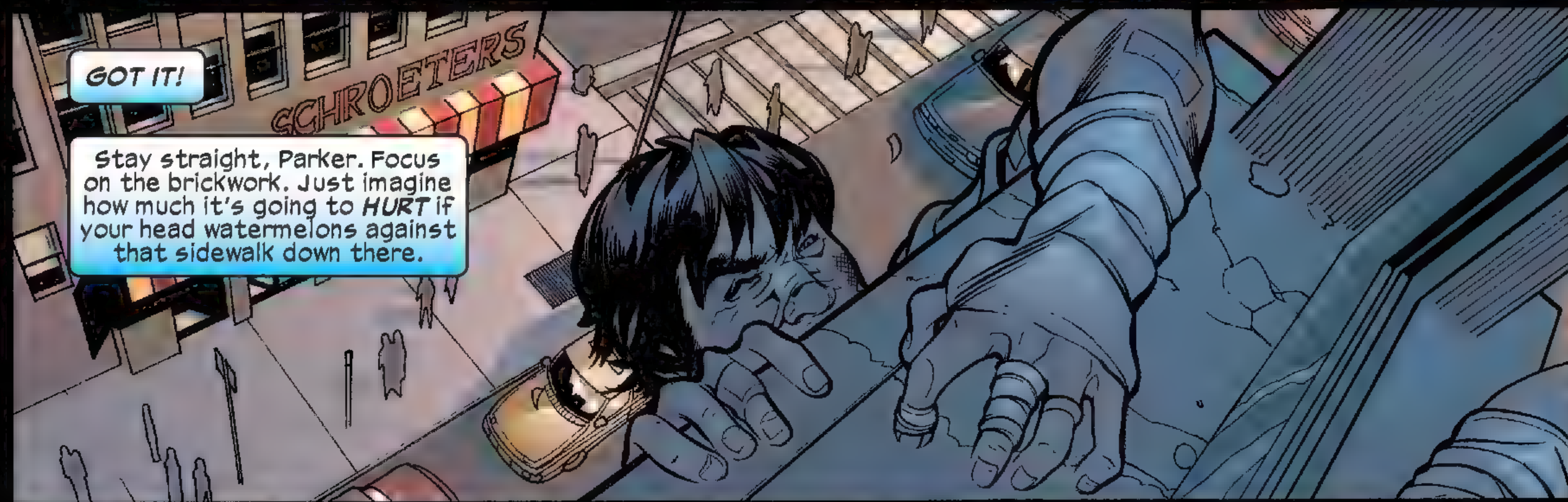
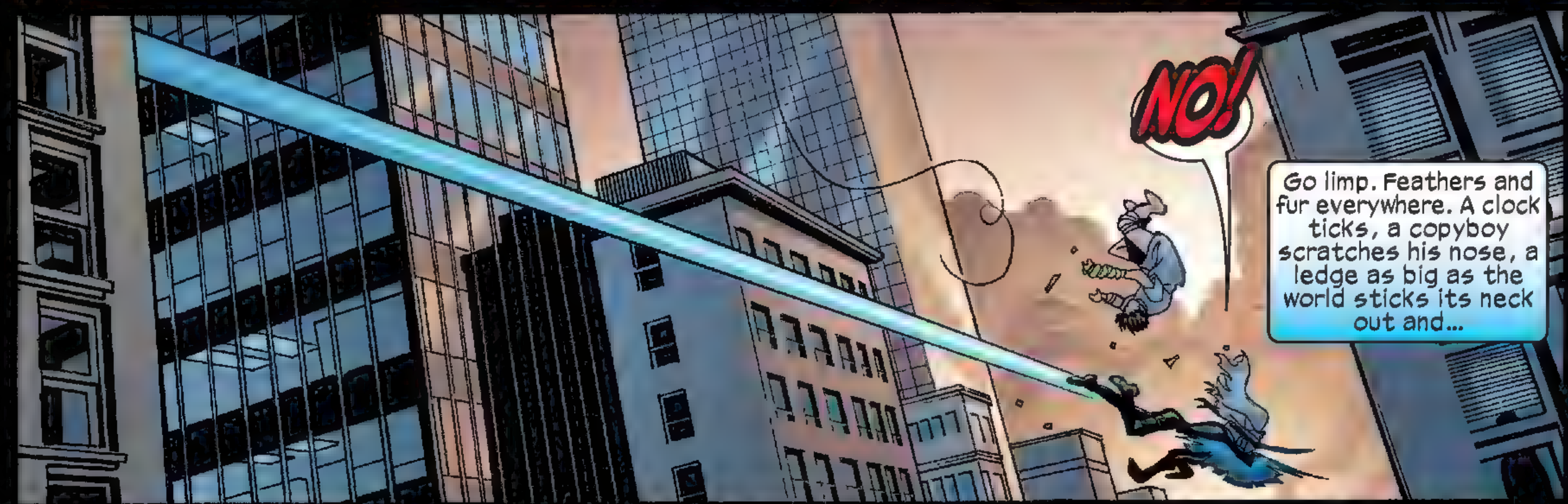
What the HELL?

Felicia?

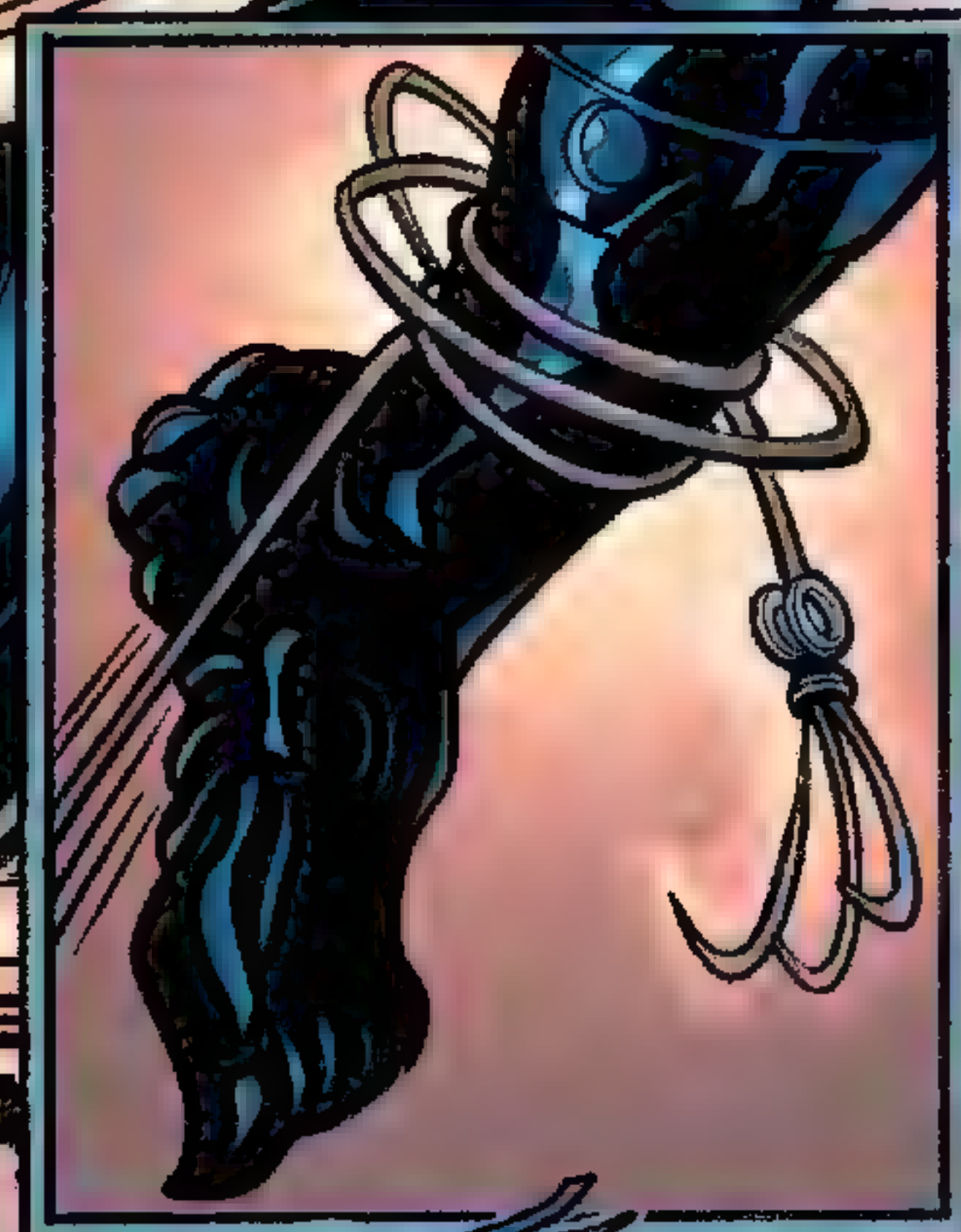
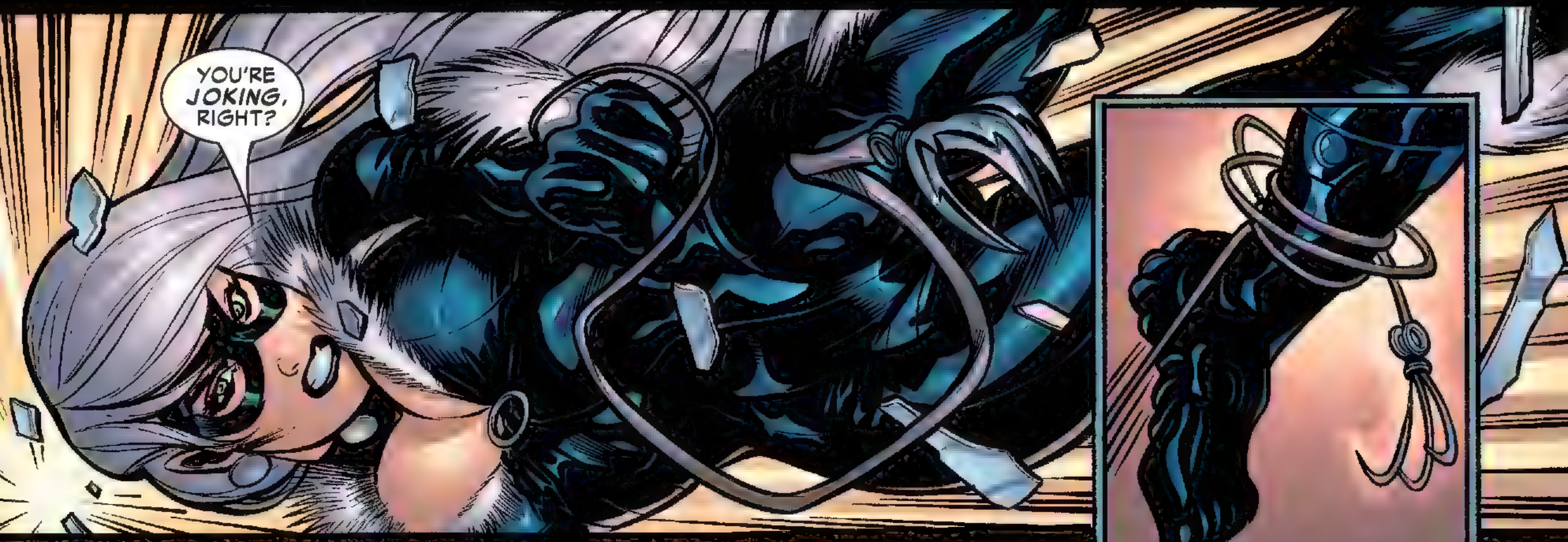
LUCKY FOR YOU THE GOOD GUY'S GOT A TV TOO, PARKER.

What the hell's GOING ON here?









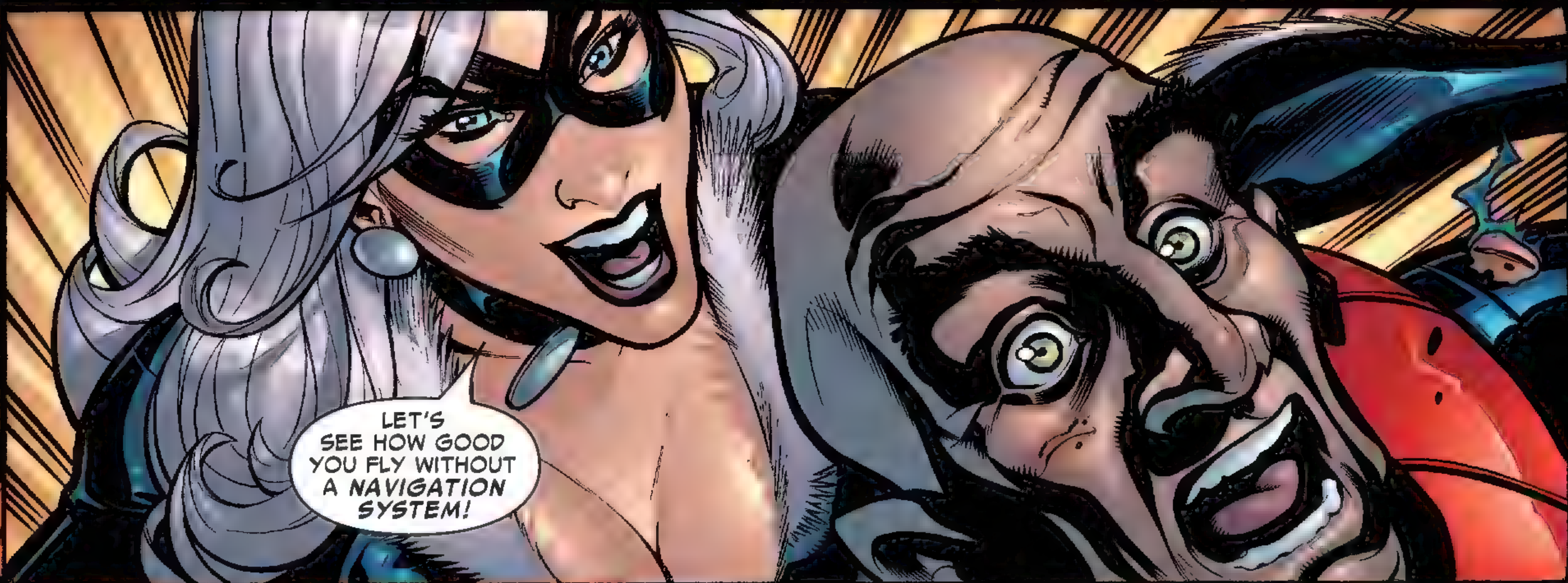


YOU MORON! THIS SUIT UPS MY STRENGTH BY FIVE HUNDRED PERCENT! I COULD PUNCH A HOLE IN YOU WHILE I'M WEARING THIS!

THAT'S WHY I'M TAKING IT APART, TOOMES.



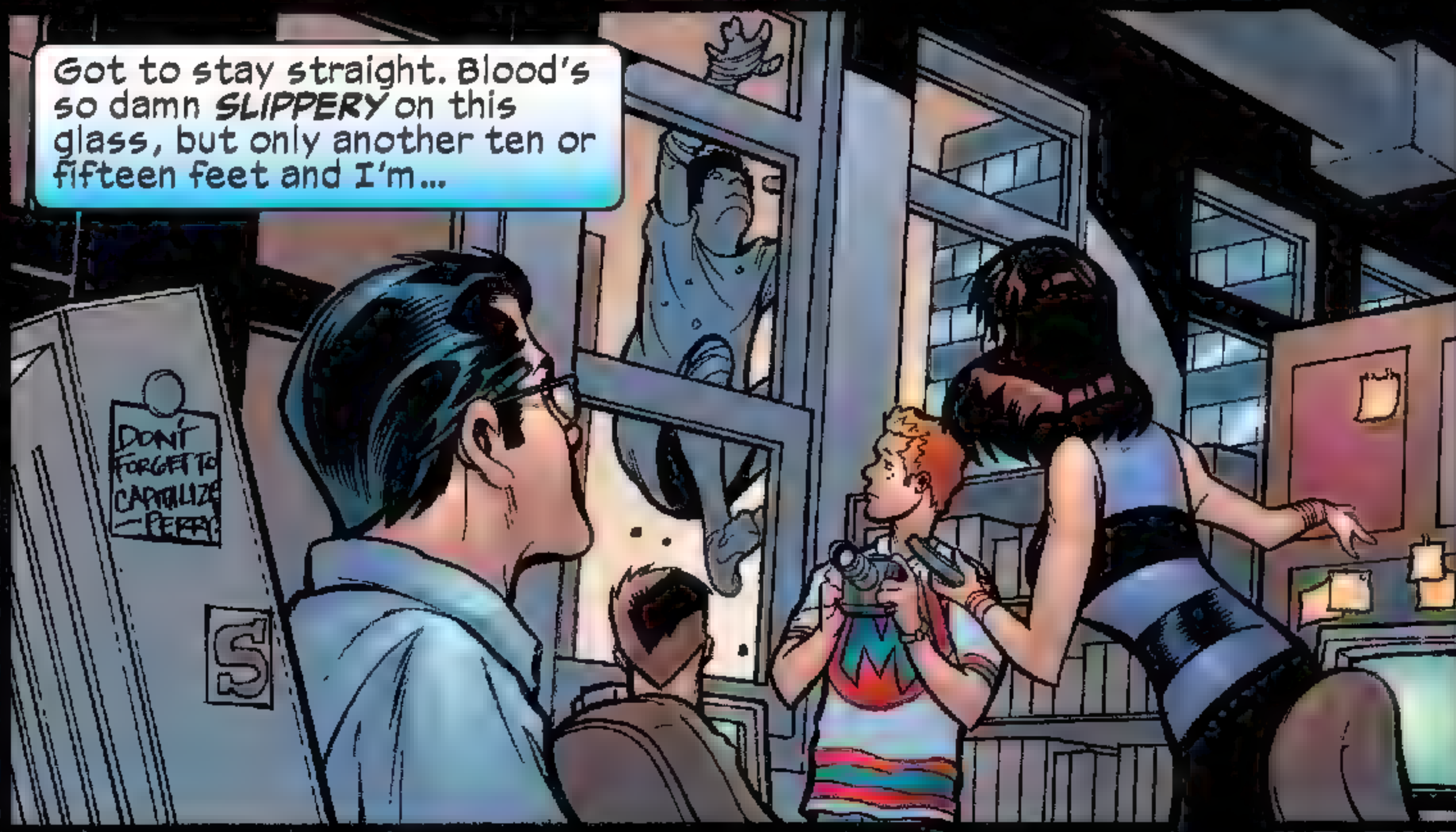
WITHOUT THE SUIT YOU'RE JUST ANOTHER OLD MAN IN HIS FIVE-DAY-OLD UNDERWEAR!



LET'S SEE HOW GOOD YOU FLY WITHOUT A NAVIGATION SYSTEM!



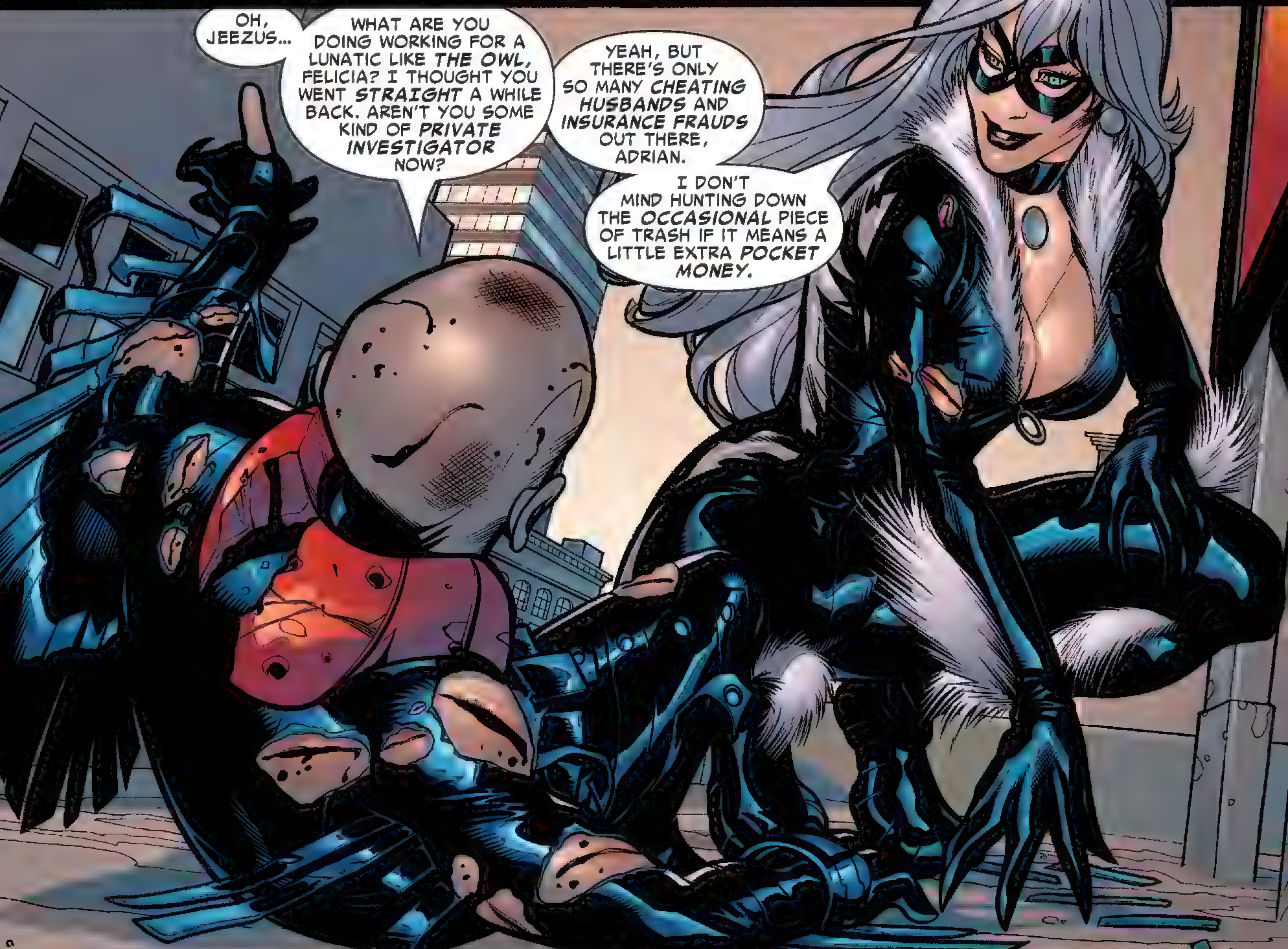
UUNGH!



Got to stay straight. Blood's so damn **SLIPPERY** on this glass, but only another ten or fifteen feet and I'm...



...**HOME** and **DRY**.

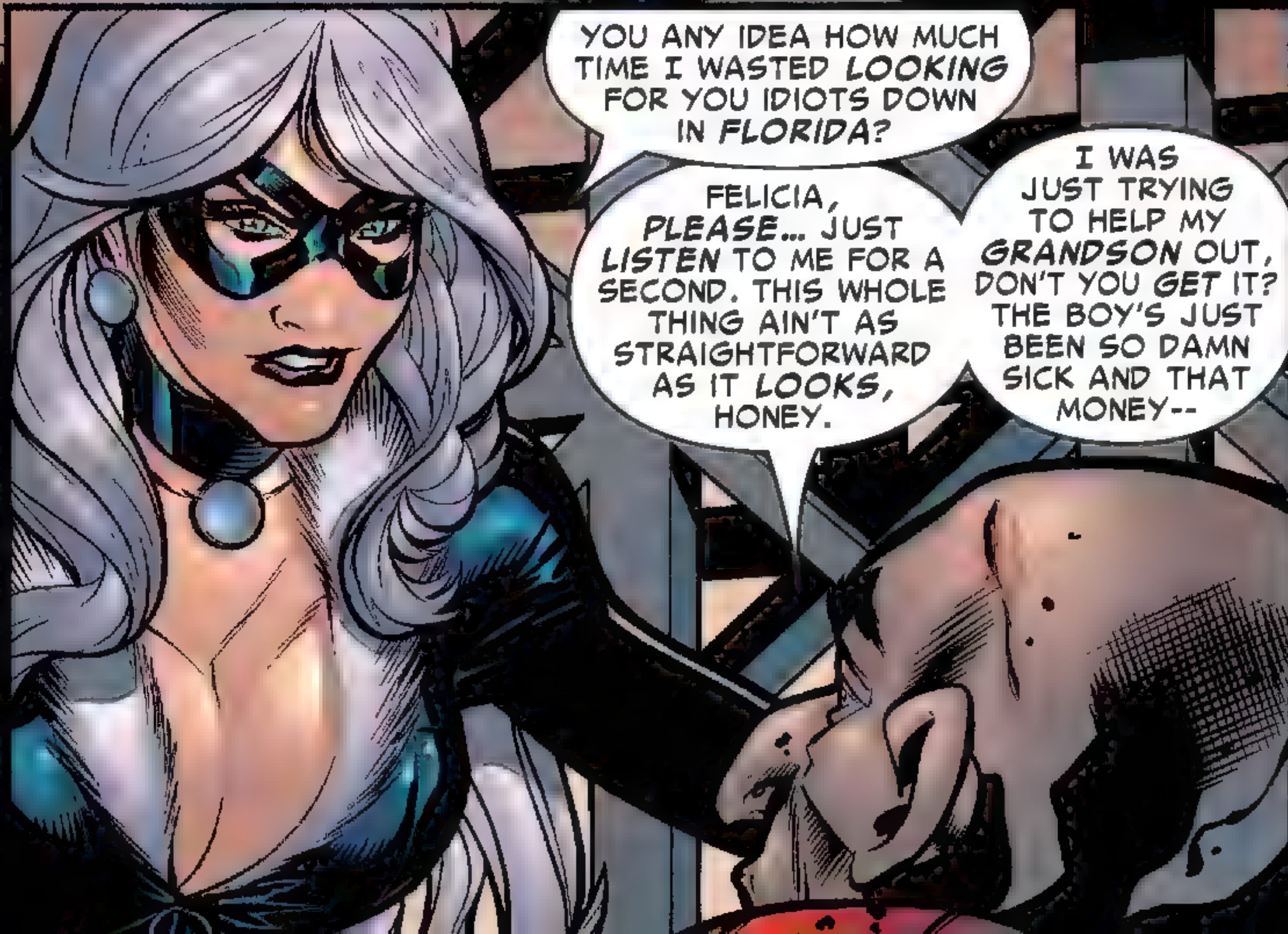


OH, JEEZUS...

WHAT ARE YOU DOING WORKING FOR A LUNATIC LIKE **THE OWL**, FELICIA? I THOUGHT YOU WENT **STRAIGHT** A WHILE BACK. AREN'T YOU SOME KIND OF **PRIVATE INVESTIGATOR** NOW?

YEAH, BUT THERE'S ONLY SO MANY **CHEATING HUSBANDS** AND **INSURANCE FRAUDS** OUT THERE, **ADRIAN**.

I DON'T MIND HUNTING DOWN THE **OCCASIONAL** PIECE OF TRASH IF IT MEANS A LITTLE EXTRA **POCKET MONEY**.



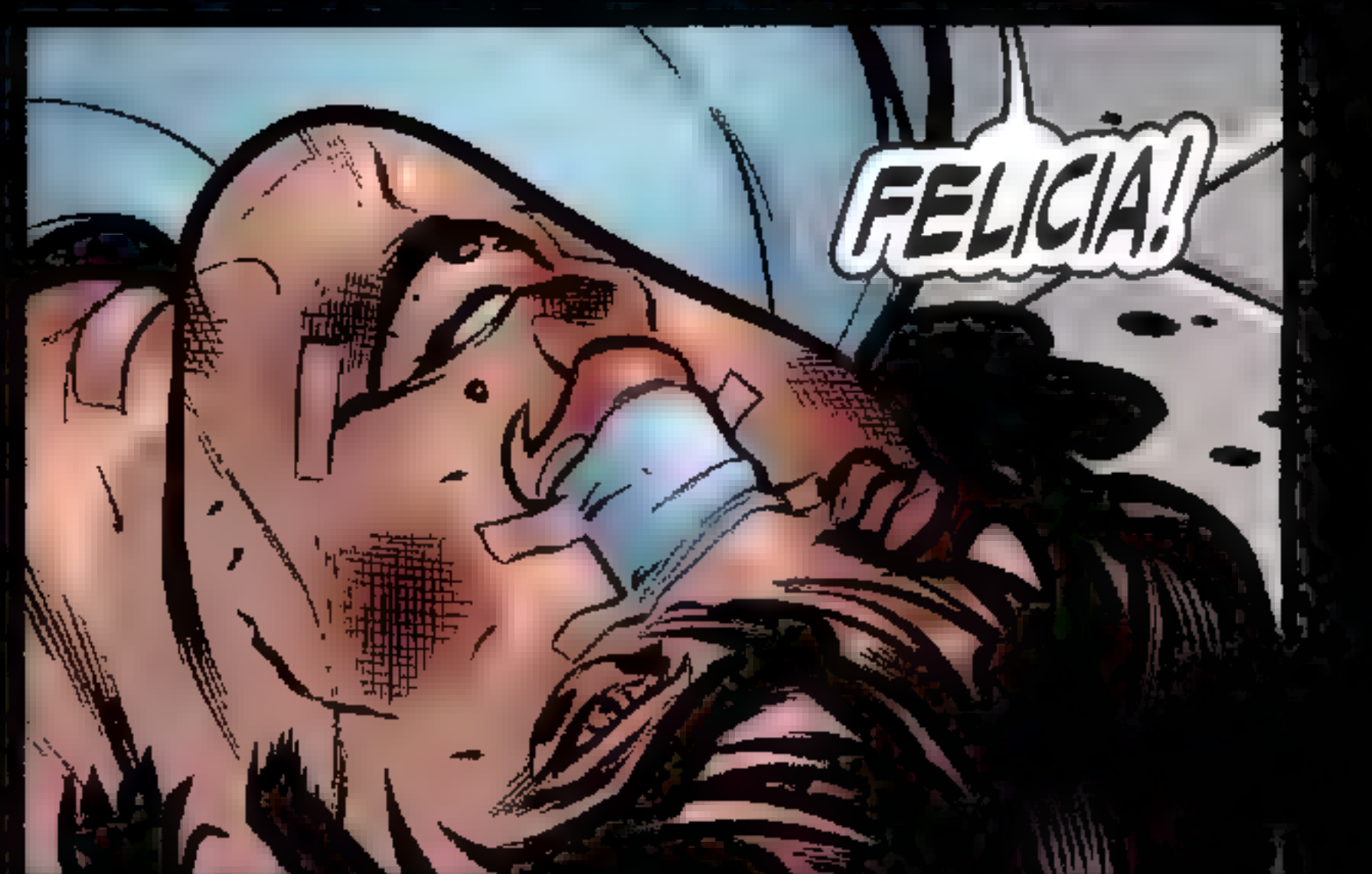
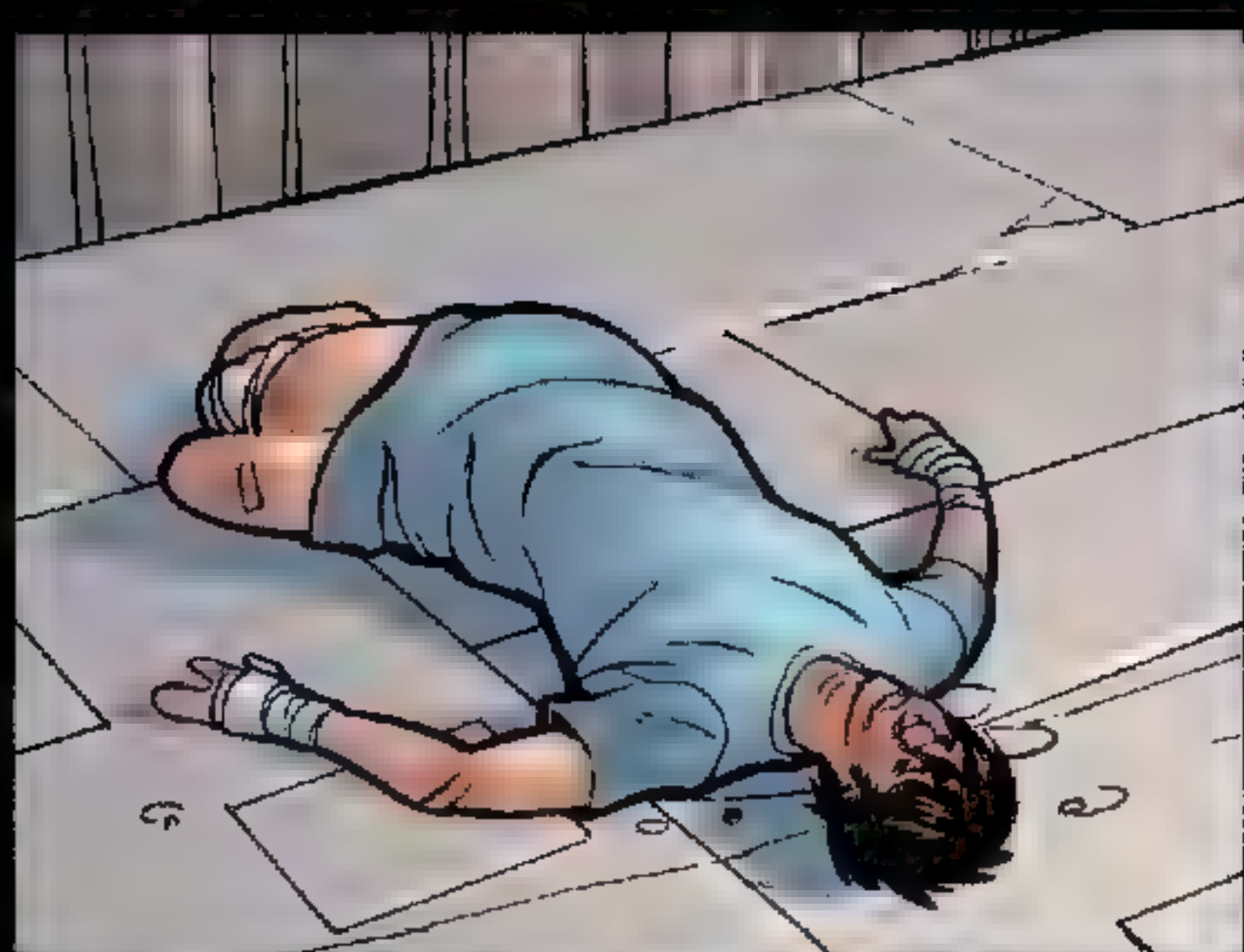
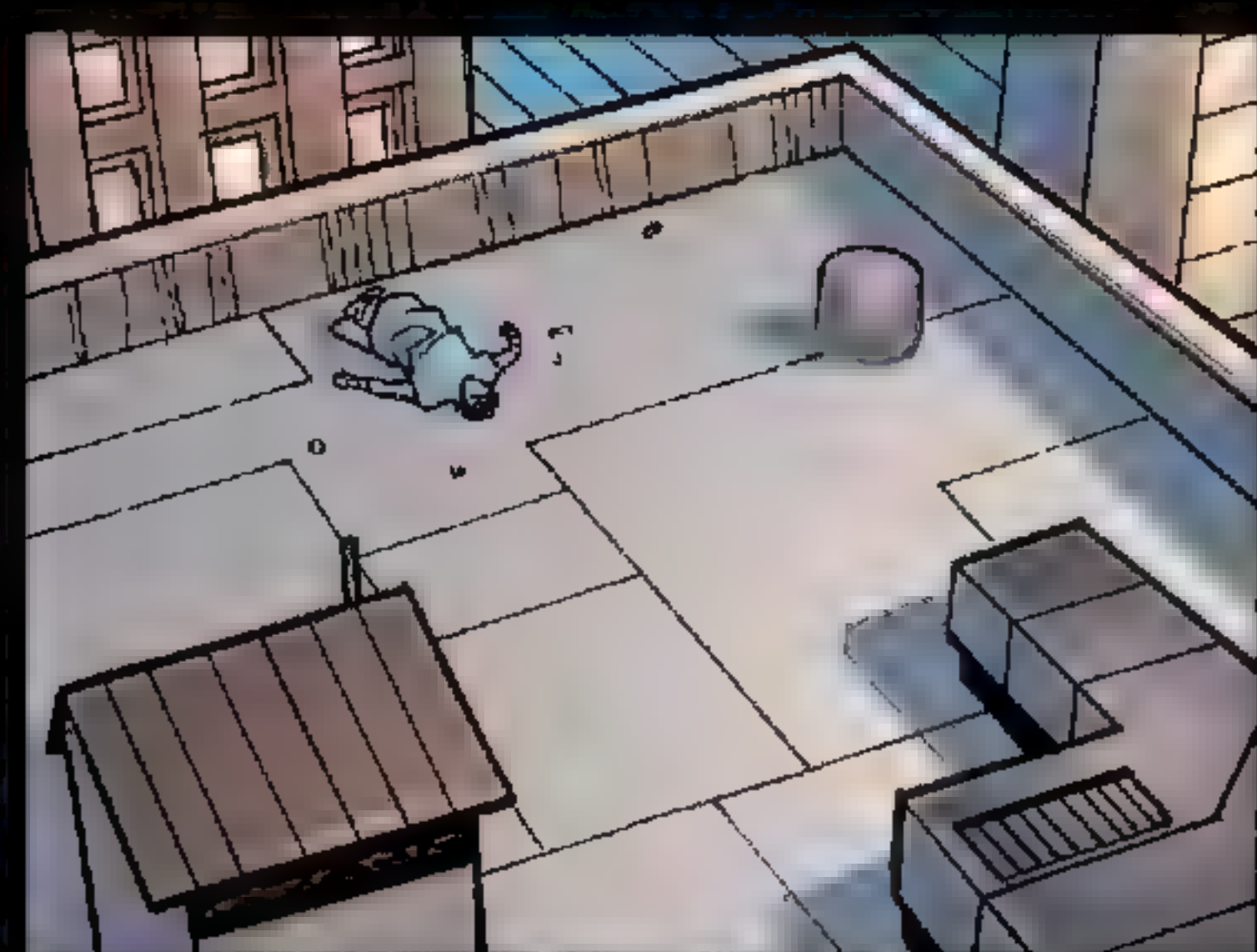
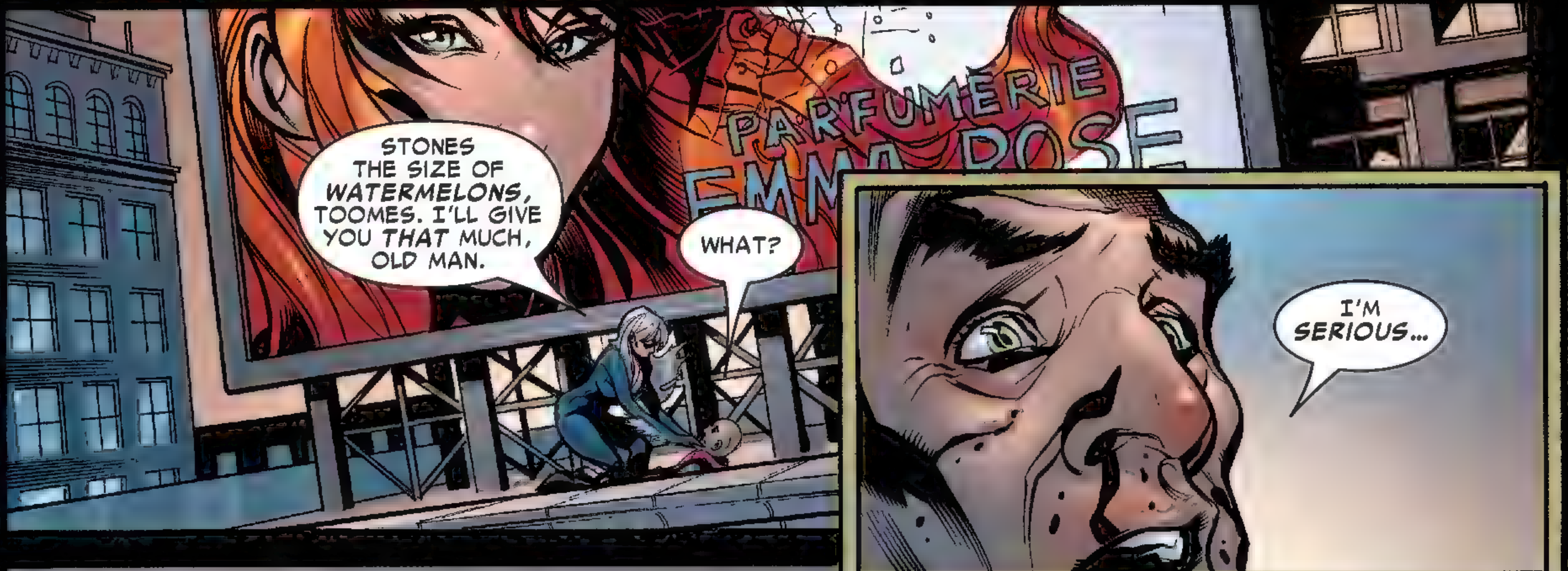
YOU ANY IDEA HOW MUCH TIME I WASTED **LOOKING** FOR YOU IDIOTS DOWN IN **FLORIDA**?

FELICIA, PLEASE... JUST LISTEN TO ME FOR A SECOND. THIS WHOLE THING AIN'T AS **STRAIGHTFORWARD** AS IT LOOKS, HONEY.

I WAS JUST TRYING TO HELP MY **GRANDSON** OUT, DON'T YOU GET IT? THE BOY'S JUST BEEN SO DAMN SICK AND THAT **MONEY**--



MY **CUT** OF THAT **MONEY** WE STOLE WOULD HAVE GONE TOWARDS HIS **CANCER TREATMENT**--



THE MEATPACKING DISTRICT,
MANHATTAN



HIS EYES
ARE REACTING TO
THE LIGHT, MISTER
OWL. I THINK HE'S
WAKING UP.

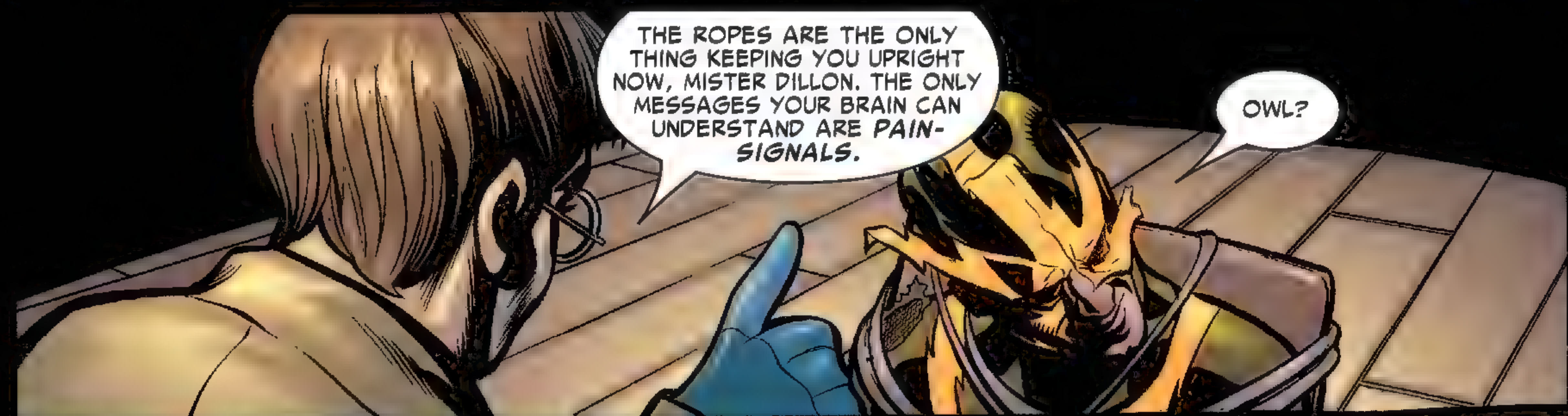
ABOUT TIME TOO,
DOCTOR WINKLER. IT'LL
BE DUSK AGAIN IN A COUPLE
OF HOURS, AND I DON'T WANT
TO WASTE SUCH A BEAUTIFUL
NIGHT STUCK IN THIS DUSTY,
OLD DUMP.



PLEASE, DON'T
EVEN TRY TO MOVE,
ELECTRO. THE GOOD
DOCTOR HERE HAS TAKEN
THE PRECAUTION OF A
HALOPERIDOL SHOT
TO NEUTRALIZE THOSE
NASTY, LITTLE SHOCKS
OF YOURS.

WHHUH?

SADLY, THIS SAME
COMPOUND NEUTRALIZES
ALL YOUR MOTOR FUNCTIONS,
TOO, WHICH IS WHY WE HAD
TO TIE YOU TO THAT
CHAIR, I'M AFRAID.



THE ROPES ARE THE ONLY
THING KEEPING YOU UPRIGHT
NOW, MISTER DILLON. THE ONLY
MESSAGES YOUR BRAIN CAN
UNDERSTAND ARE PAIN-
SIGNALS.

OWL?

NOW YOU BE A
BRAVE BOY, EH? DON'T
TRY TO LIE AND PRETEND THAT
YOU DIDN'T STEAL MY MONEY,
BECAUSE YOU'RE ONLY GOING
TO MAKE THINGS WORSE
FOR YOURSELF.

JUST ADMIT WHAT
YOU DID AND TAKE YOUR
PUNISHMENT. YOU KNOW I'M
HARDLY GOING TO KILL A USEFUL
HENCHMAN AS I REBUILD MY
CAREER FROM THAT
DAREDEVIL FIASCO.



OWL, PLEASE!
IT WASN'T ME! IT WAS
THE VULTURE, I SWEAR!
JUST GET ME OUTTA HERE
AND I'LL EVEN HELP YOU
FIND THE CROOKED,
OLD GOAT!



LIKE YOU
WERE GOING TO
FIND MY TWENTY
MILLION DOLLARS? I
DON'T THINK SO,
ELECTRO.



NO, NEVER
SEND A MAN TO DO
A WOMAN'S JOB,
EH, BOYS?

WH-WHAT ARE
YOU TALKING
ABOUT?

THE BLACK CAT
ALREADY FOUND TOOMES
AND DROPPED HIM OFF WITH
MY ASSOCIATES THIS
AFTERNOON.



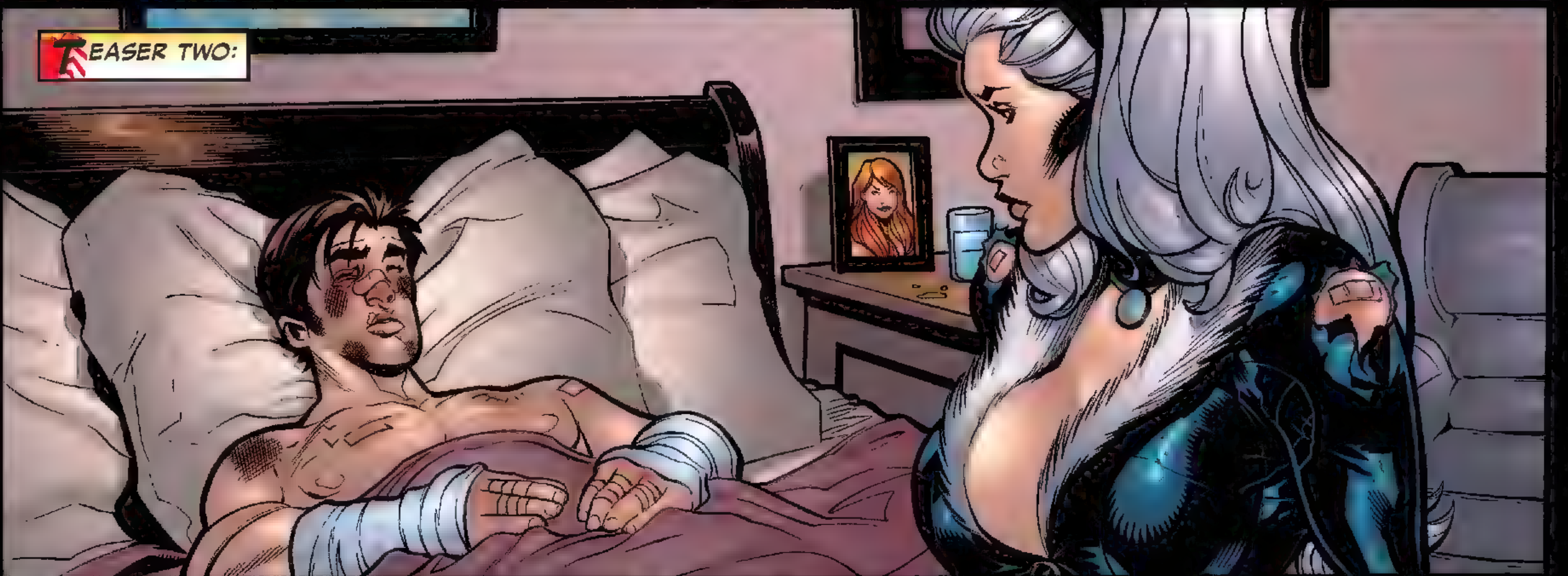
SHE'D BEEN SEARCHING FOR
YOU BOTH DOWN IN FLORIDA
FOR A WHILE SO I DON'T
SUPPOSE SHE WAS IN THE
BEST OF MOODS WHEN
SHE CAUGHT UP WITH
YOUR OLD PARTNER
IN CRIME.

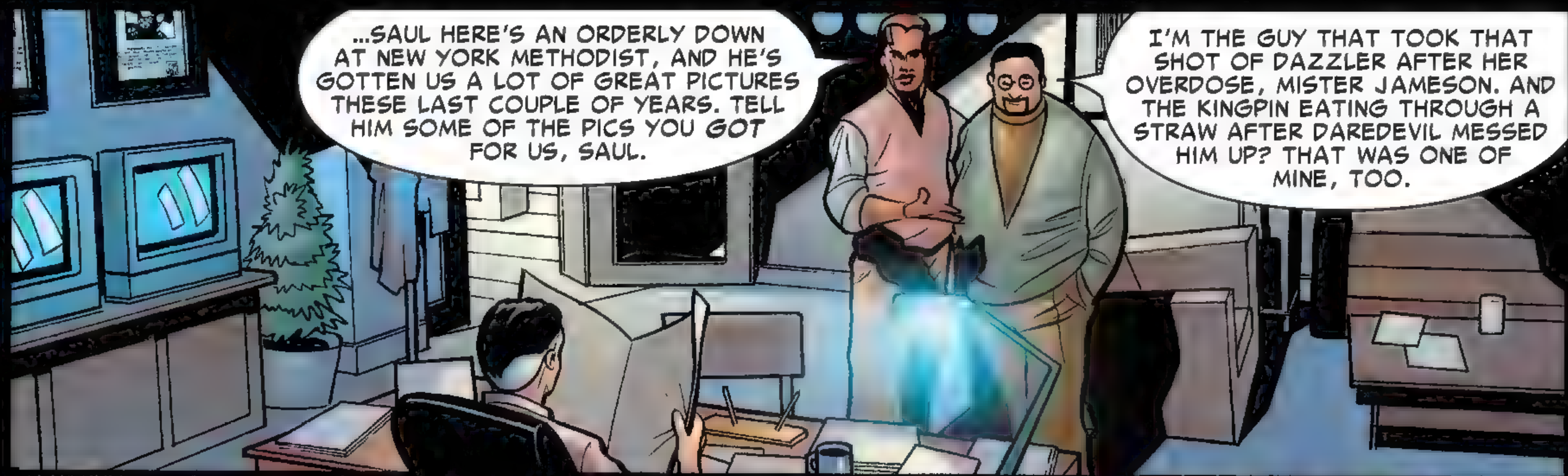
OWL,
FOR GOD'S
SAKE...



TAKE THE BLANKET
OFF AND SHOW HIM WHAT
HAPPENS TO SOMEONE WHO
STEALS FROM THE OWL'S
NEST, GENTLEMEN...

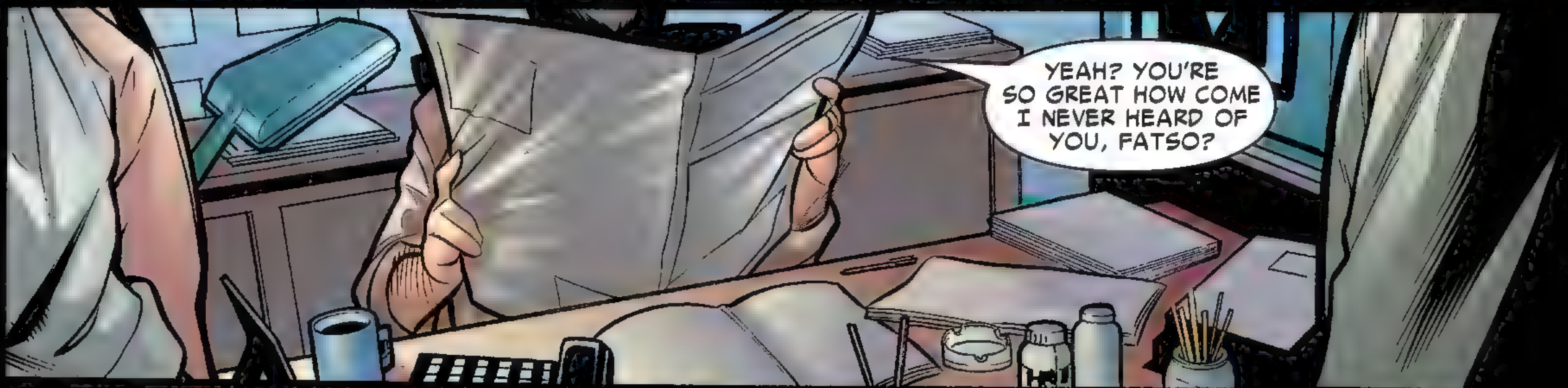






...SAUL HERE'S AN ORDERLY DOWN AT NEW YORK METHODIST, AND HE'S GOTTEN US A LOT OF GREAT PICTURES THESE LAST COUPLE OF YEARS. TELL HIM SOME OF THE PICS YOU GOT FOR US, SAUL.

I'M THE GUY THAT TOOK THAT SHOT OF DAZZLER AFTER HER OVERDOSE, MISTER JAMESON. AND THE KINGPIN EATING THROUGH A STRAW AFTER DAREDEVIL MESSED HIM UP? THAT WAS ONE OF MINE, TOO.



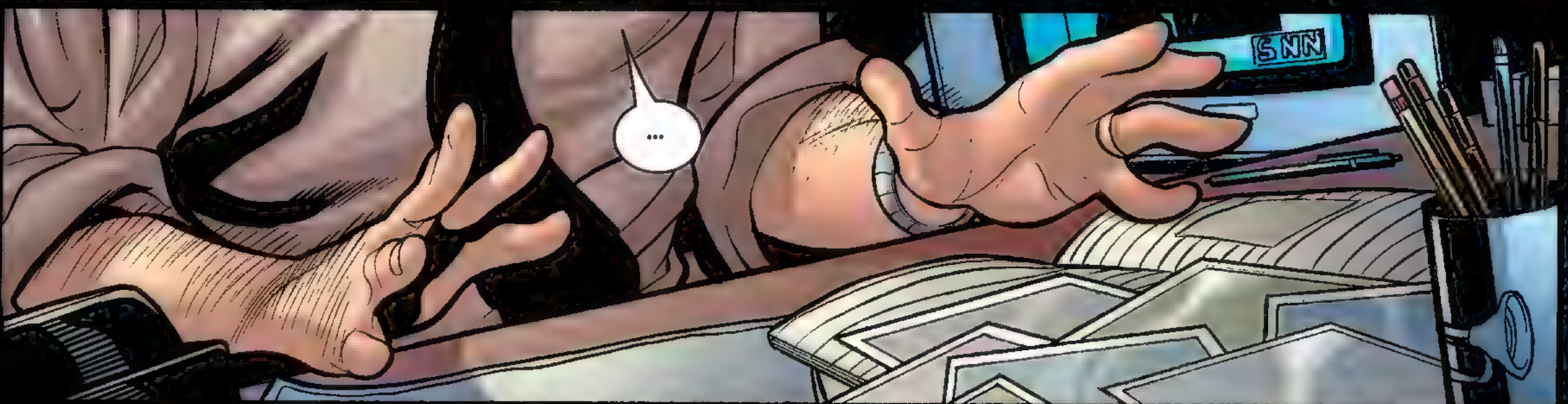
YEAH? YOU'RE SO GREAT HOW COME I NEVER HEARD OF YOU, FATSO?



UH...

WELL, WE COULDN'T RUN SAUL'S NAME WITHOUT COMPROMISING HIS POSITION AT THE HOSPITAL, CHIEF, BUT, BELIEVE ME, THAT'S ALL ABOUT TO CHANGE WITH *THIS* LITTLE SNAP.

ROBERTSON, WHAT HAVE I TOLD YOU ABOUT TALKIN' STUFF UP IN FRONT OF THE FREELANCERS? EVERY ADJECTIVE YOU USE TO *DESCRIBE* THIS JUNK'S ANOTHER ZERO I GOTTA ADD AT THE END OF THE...



...



THESE PICS FOR REAL?

AS REAL AS YOU OR ME, J.J.J.; SPIDER-MAN WITHOUT HIS MASK AND LYING ON A HOSPITAL GURNEY. WHAT DO YOU THINK?





MARVEL KNIGHTS SPIDER-MAN #5
FRANK CHO & LAURA MARTIN

VENOMOUS

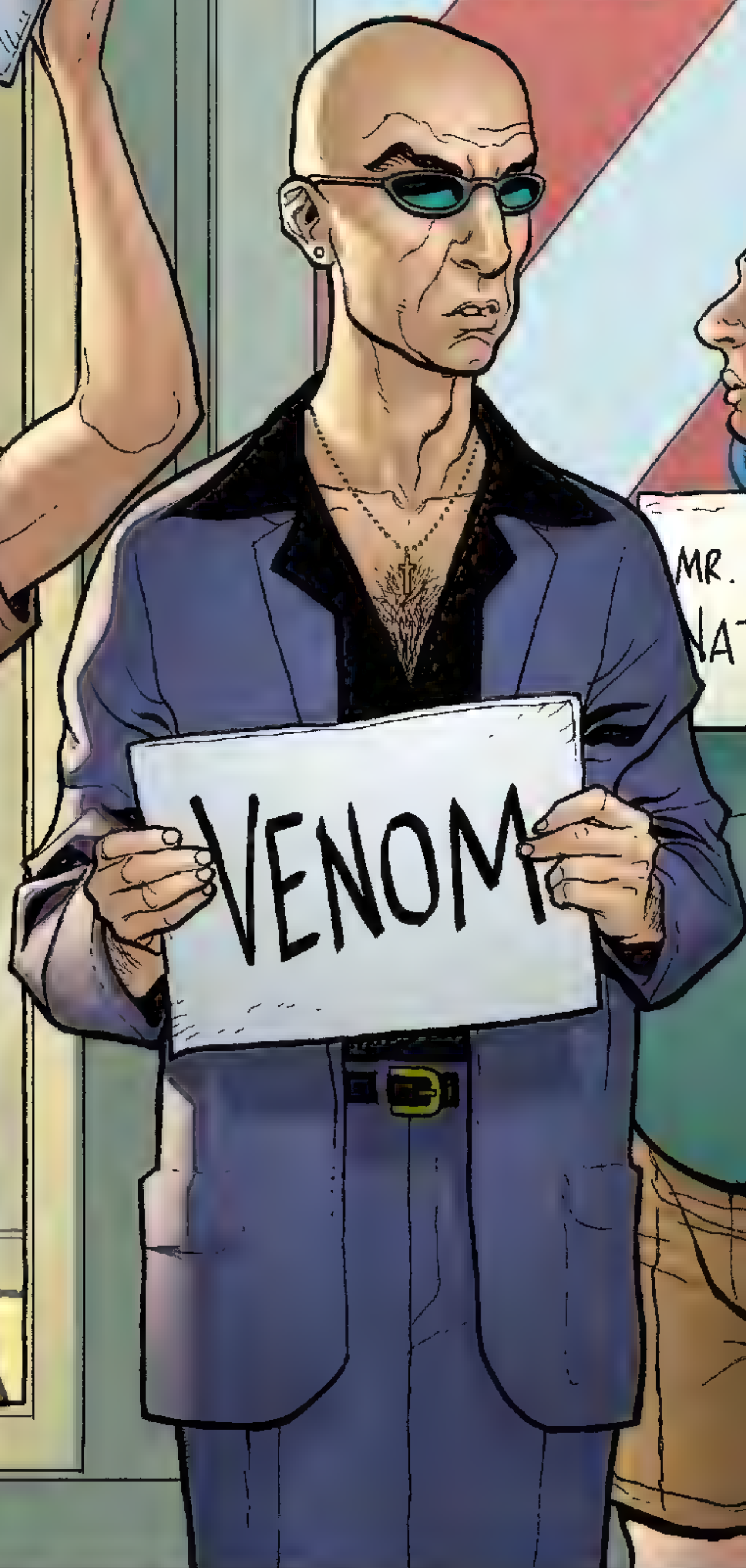
PART ONE
OF FOUR

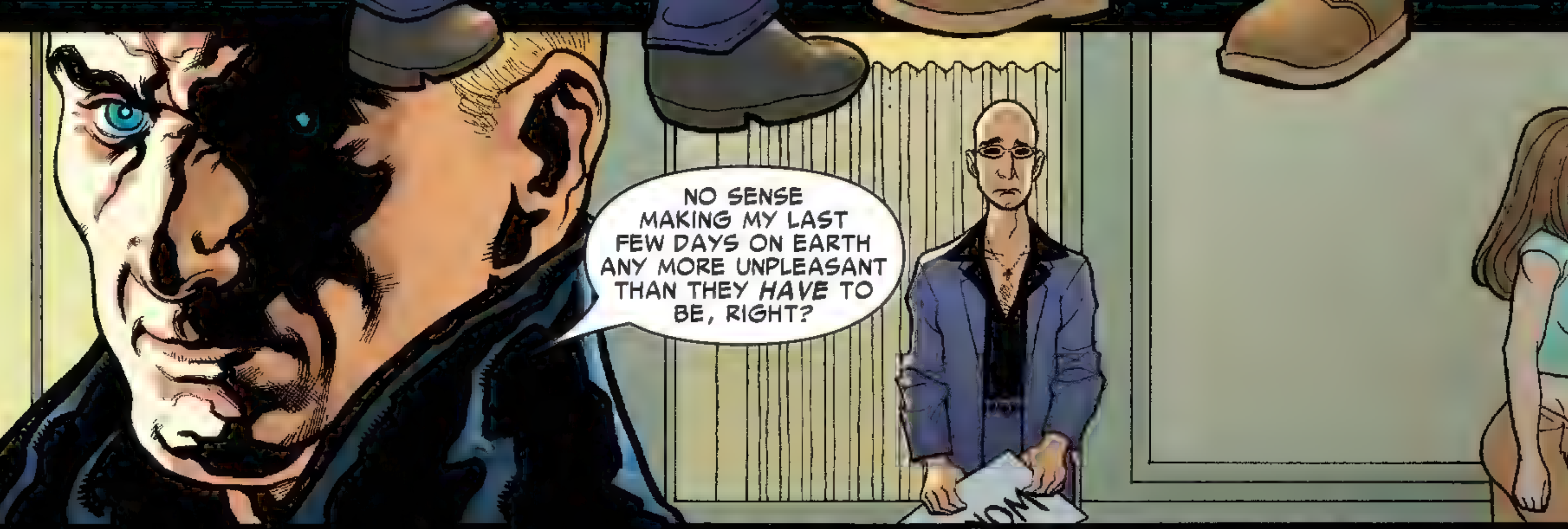
JFK INTERNATIONAL AIRPORT



**SMASH
TERRORISM**

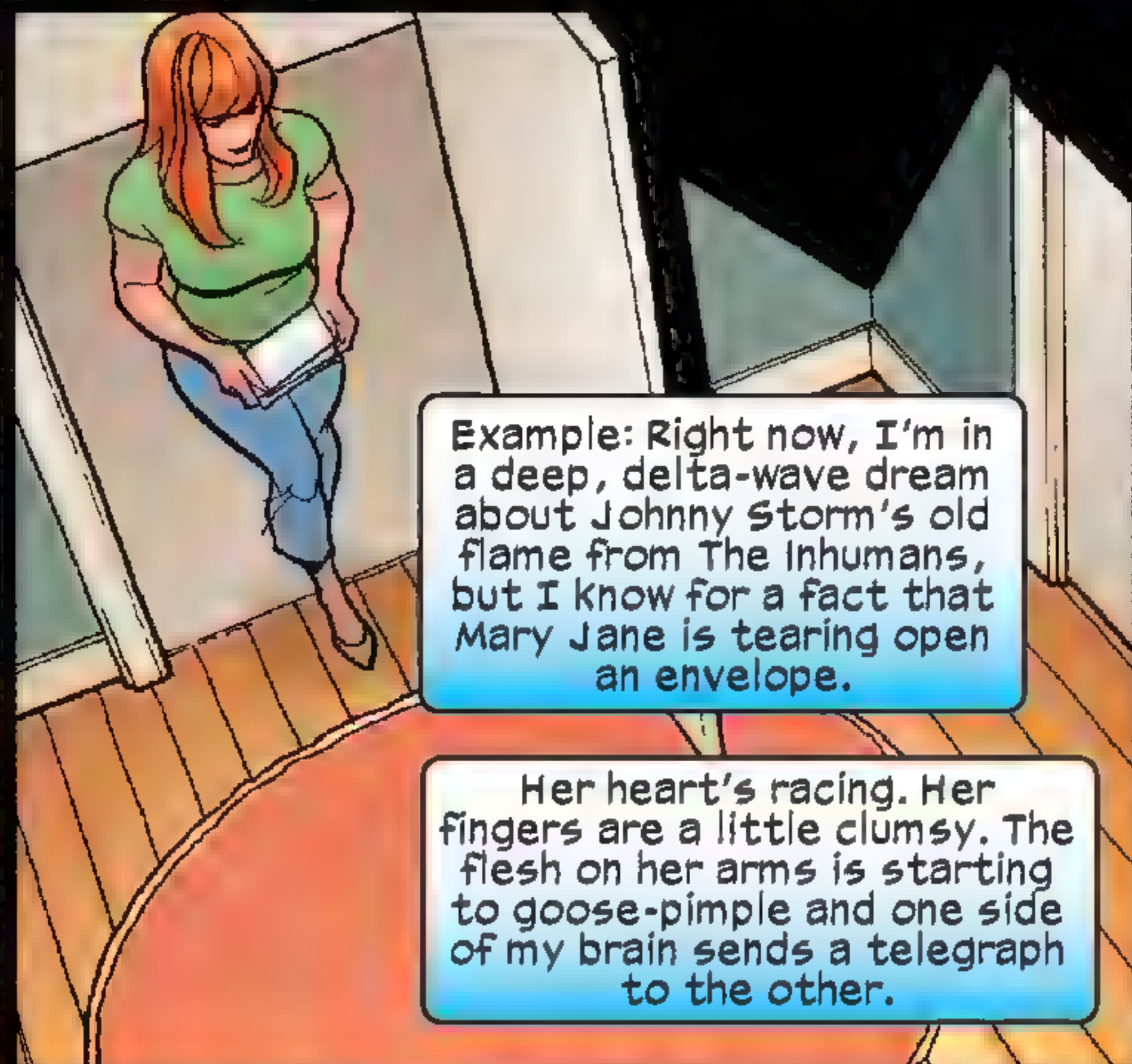
RICHARD
DEEN





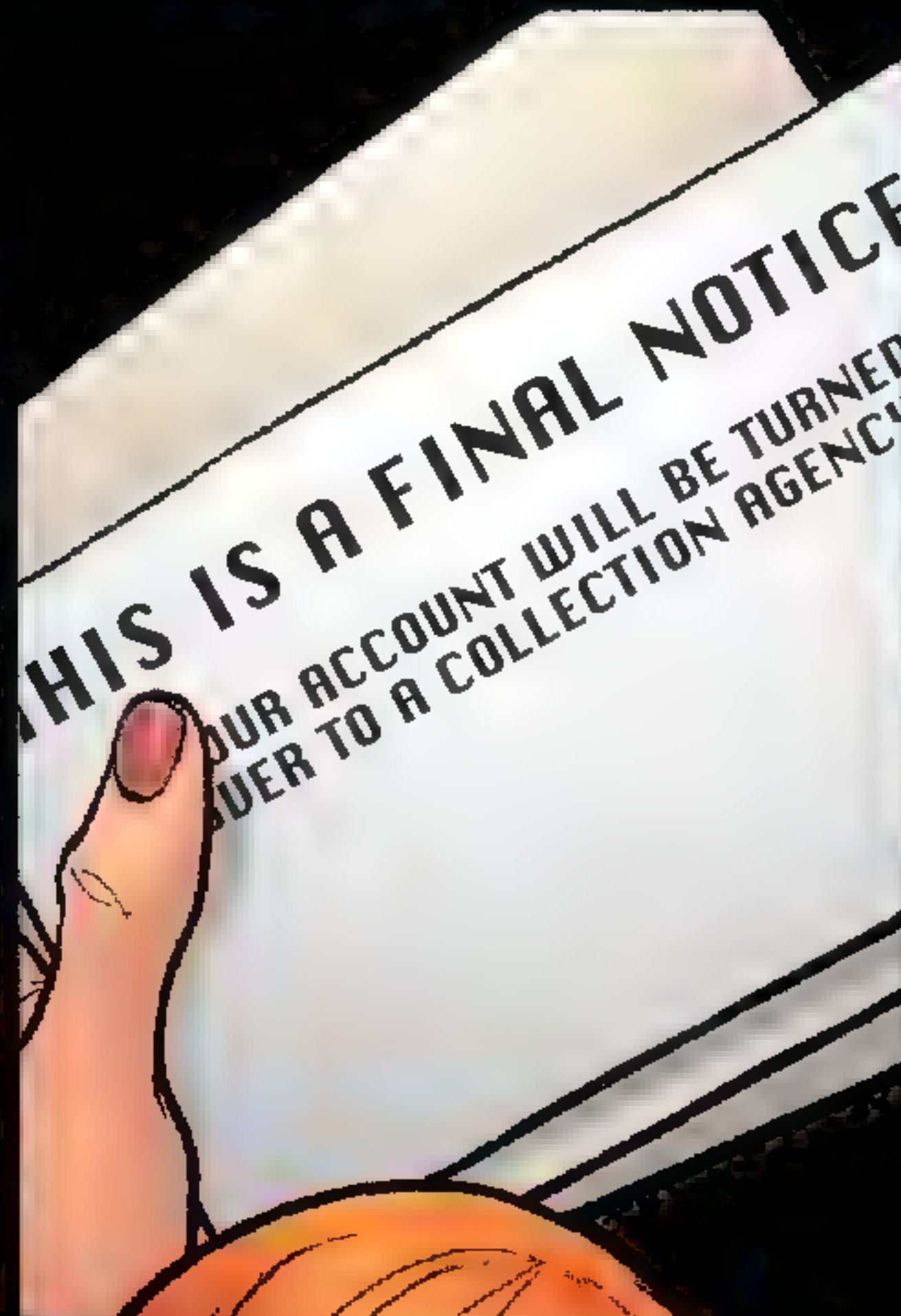
Not a lot of people know this, but there's a microscopic part of me that never really sleeps no matter how exhausted I am.

It's a basic survival skill I've nicknamed my spider-sense, and it keeps me up to speed on anything that's happening in my immediate vicinity.



Example: Right now, I'm in a deep, delta-wave dream about Johnny Storm's old flame from The Inhumans, but I know for a fact that Mary Jane is tearing open an envelope.

Her heart's racing. Her fingers are a little clumsy. The flesh on her arms is starting to goose-pimple and one side of my brain sends a telegraph to the other.



"WAKE UP, PARKER," it screams in uppercase letters. "WAKE UP AND FIND OUT WHAT THE PROBLEM IS HERE!"

MARY JANE!!

OH MY GOD.



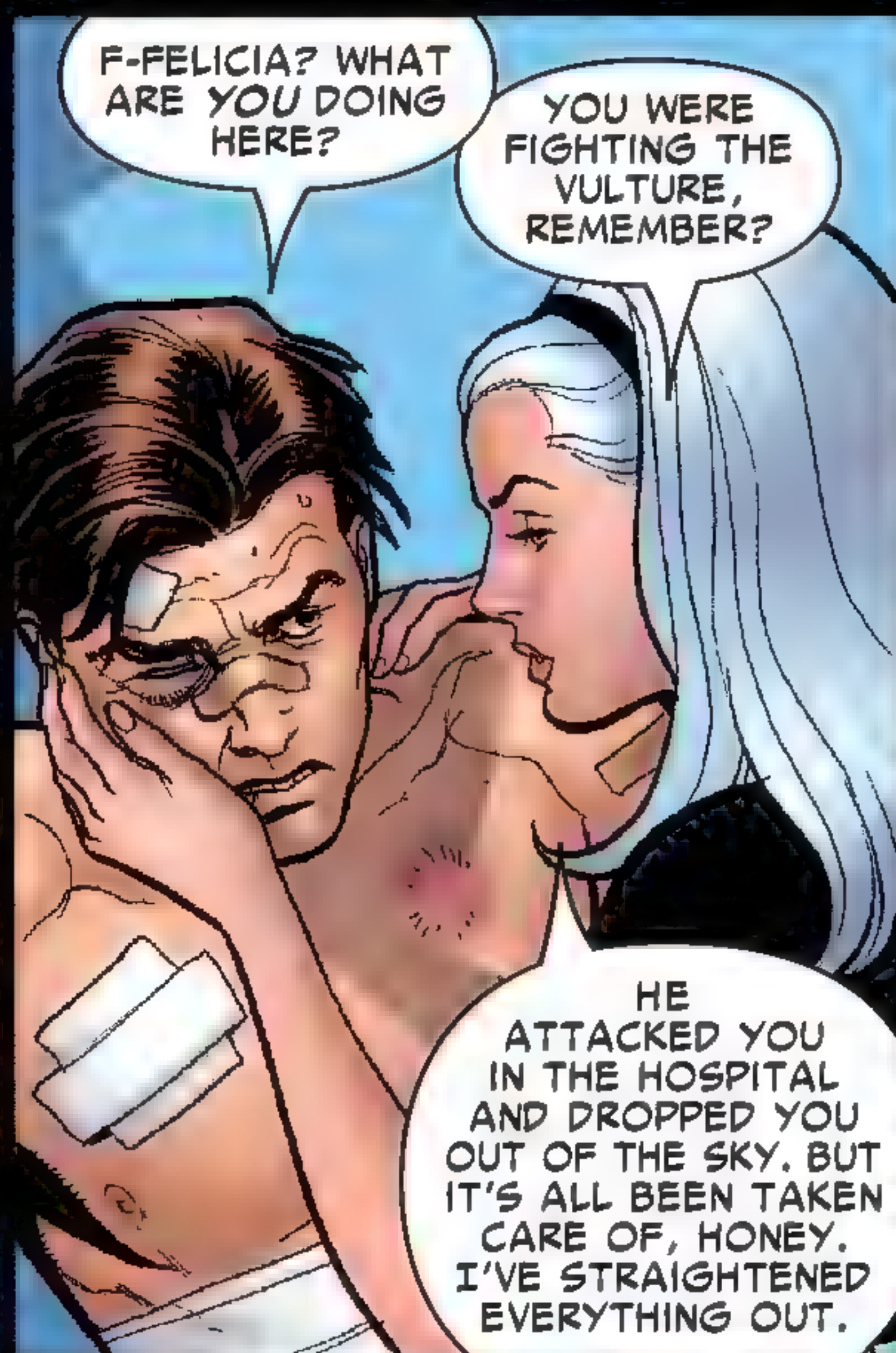
Being a good boy, I oblige...

THIS IS A FINAL NOTICE
YOUR ACCOUNT WILL BE TURNED
OVER TO A COLLECTION AGENCY



WHAT'S WRONG WITH HIM, FELICIA? WHAT HAPPENED?

NOTHING. HE'S FINE. HE JUST WOKE UP AND DIDN'T KNOW WHERE HE WAS FOR A SECOND, BUT EVERYTHING'S OKAY NOW. RIGHT, PETER?



F-FELICIA? WHAT ARE YOU DOING HERE?

YOU WERE FIGHTING THE VULTURE, REMEMBER?

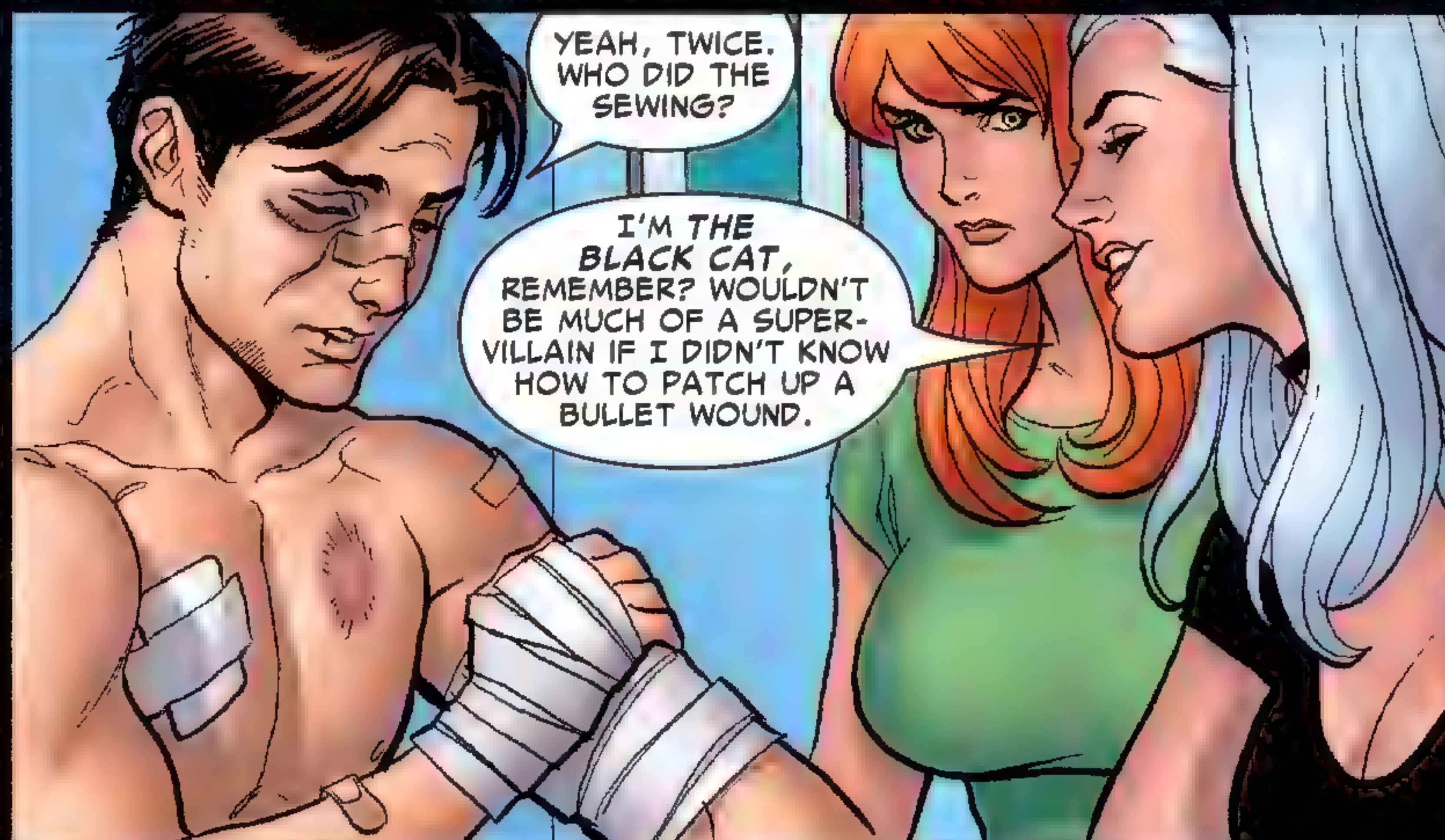
HE ATTACKED YOU IN THE HOSPITAL AND DROPPED YOU OUT OF THE SKY. BUT IT'S ALL BEEN TAKEN CARE OF, HONEY. I'VE STRAIGHTENED EVERYTHING OUT.



GOD, MY HEAD! HOW LONG HAVE I BEEN OUT?

TWO AND A HALF DAYS, BELIEVE IT OR NOT. MOVE OVER AND GIVE ME A LITTLE ROOM HERE, HUH?

YOU'VE NO IDEA HOW CLOSE WE CAME TO JUST PACKING IN THE WHOLE SECRET IDENTITY THING AND TAKING YOU BACK TO THE HOSPITAL. DID YOU KNOW YOU GOT SHOT?

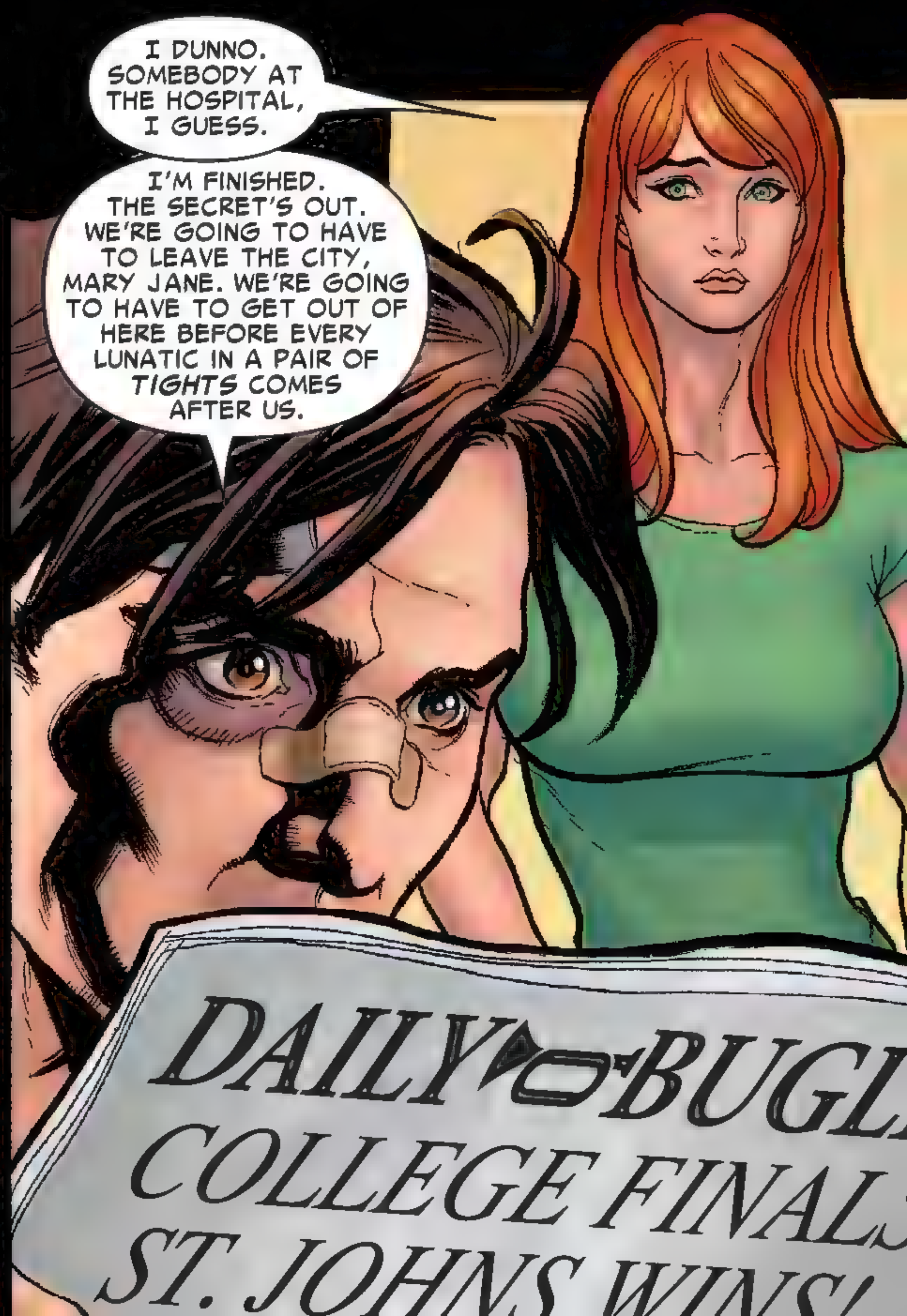
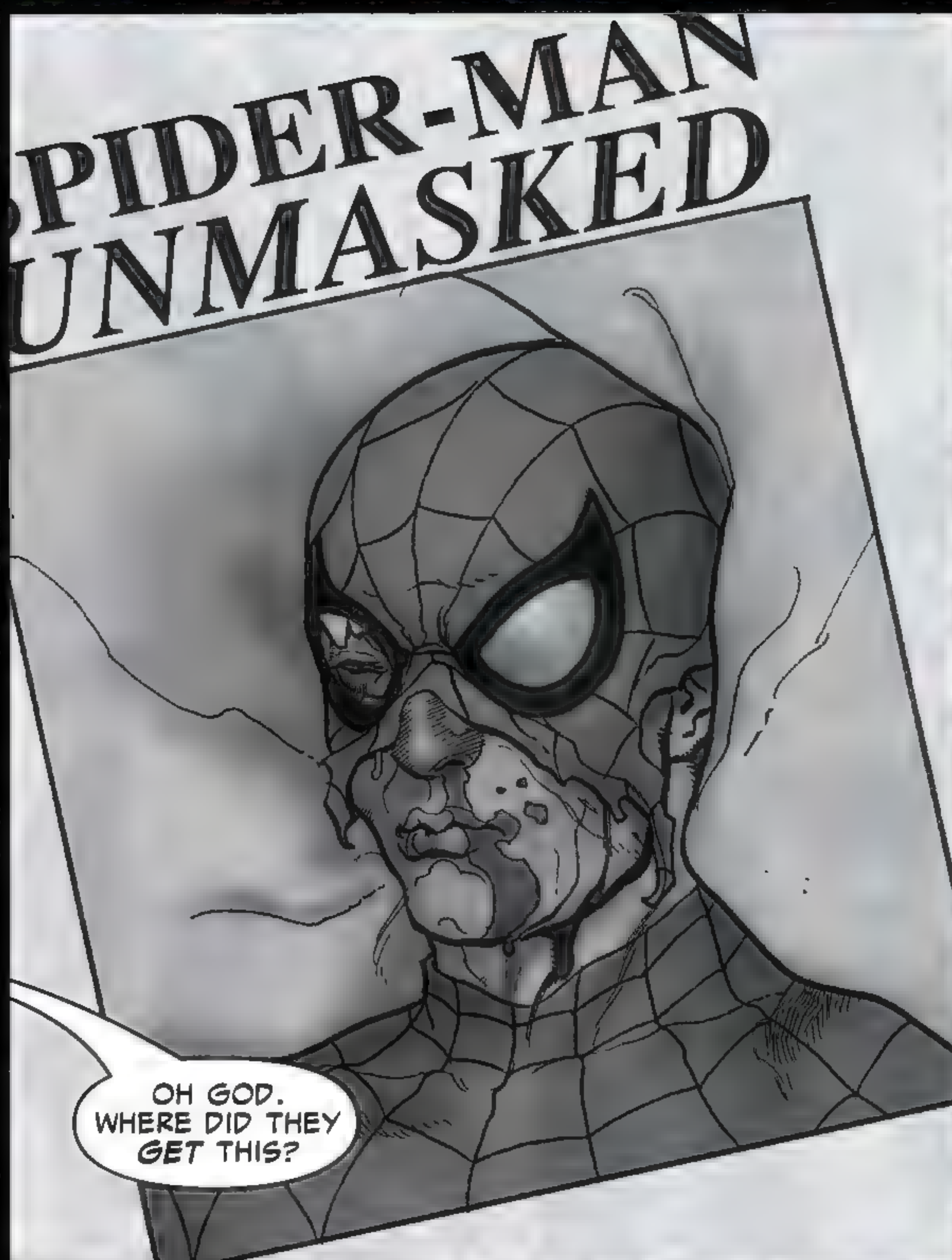


YEAH, TWICE. WHO DID THE SEWING?

I'M THE BLACK CAT, REMEMBER? WOULDN'T BE MUCH OF A SUPER-VILLAIN IF I DIDN'T KNOW HOW TO PATCH UP A BULLET WOUND.



THANKS, FELICIA.





WILL YOU *RELAX*? NOBODY KNOWS THE SECRET. YOUR FACE IS TOO BEATEN UP FROM *ELECTRO* TO BE IDENTIFIED.

THE ONLY THING THEY KNOW FOR SURE IS THAT YOU'RE NOT CHINESE! THAT'S WHY THEY'RE RUNNING THE *BIG COMPETITION*.

WHAT COMPETITION?

DAILY BUGLE
COLLEGE



J. JONAH JAMESON IS OFFERING FIVE MILLION BUCKS TO ANYONE WHO IDENTIFIES THE GUY IN THE PICTURE. HE'S OFFERING A REWARD FOR *SPIDER-MAN'S SECRET IDENTITY*.

WHAT? AGAIN?



THE WHOLE CITY'S GOING NUTS ABOUT IT, PETER. IT'S ALL OVER THE NEWS AND JAMESON'S ON EVERY CHANNEL GRINNING LIKE A CHESHIRE CAT.

MAN, I JUST WANT TO GO BACK TO SLEEP AGAIN.

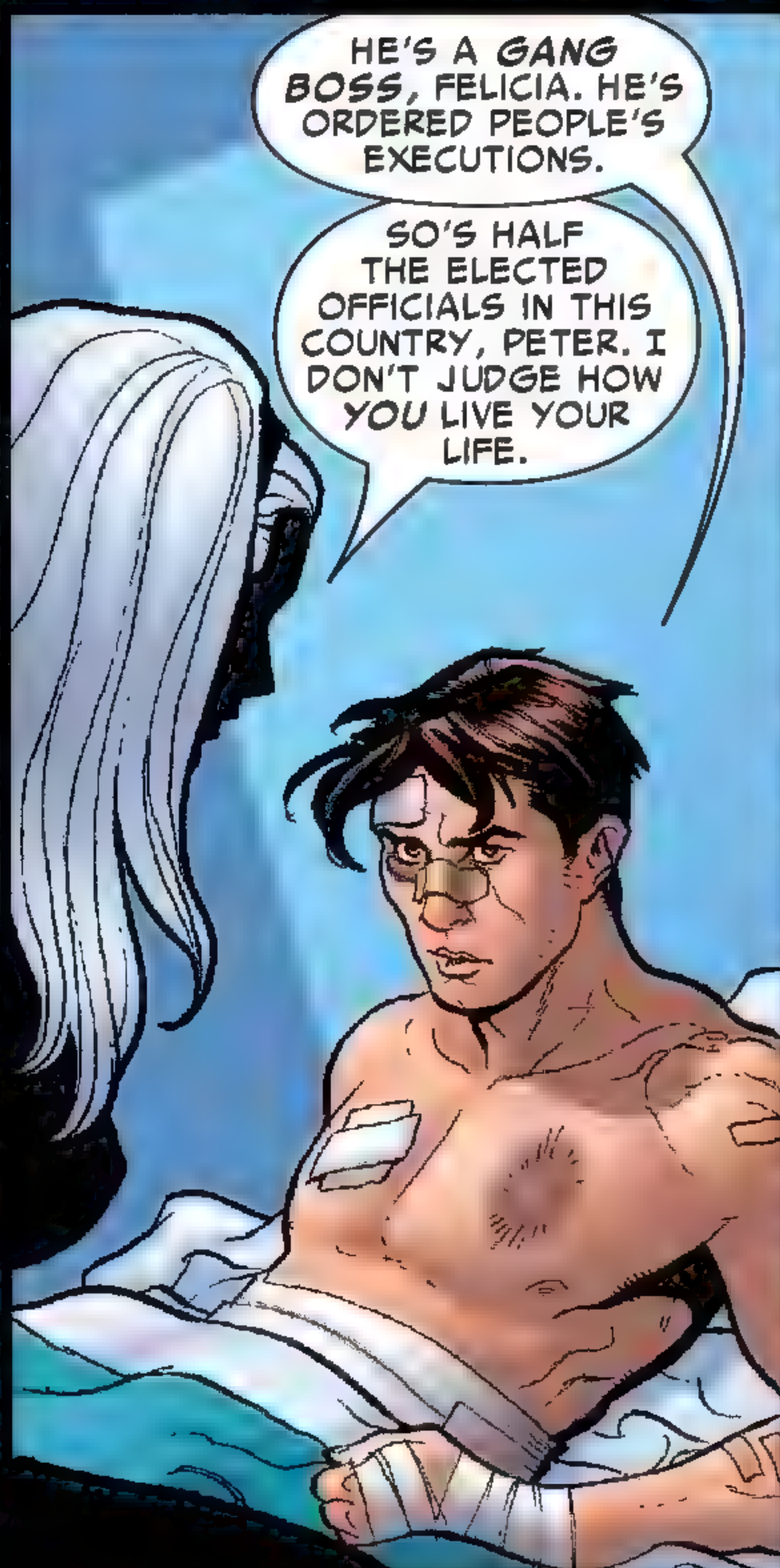
DAILY BUGLE
SPIDER-MAN UNMASKED
\$5 MILLION CASH OFFER

TAKE IT EASY. YOU'LL GET THROUGH THIS. EVEN *THE OWL* SAYS HE'S GOING TO KEEP AN EYE OUT FOR YOUR MISSING PERSONS AS A THANK-YOU FOR HELPING US BAG *ELECTRO* AND *THE VULTURE*.



YOU'RE WORKING FOR THE OWL NOW?

JUST A FEW JOBS HERE AND THERE. HE KNOWS WHAT I'LL DO AND WHAT I'M NOT GOING TO DO. HE'S ACTUALLY VERY RESPECTFUL.



HE'S A GANG BOSS, FELICIA. HE'S ORDERED PEOPLE'S EXECUTIONS.

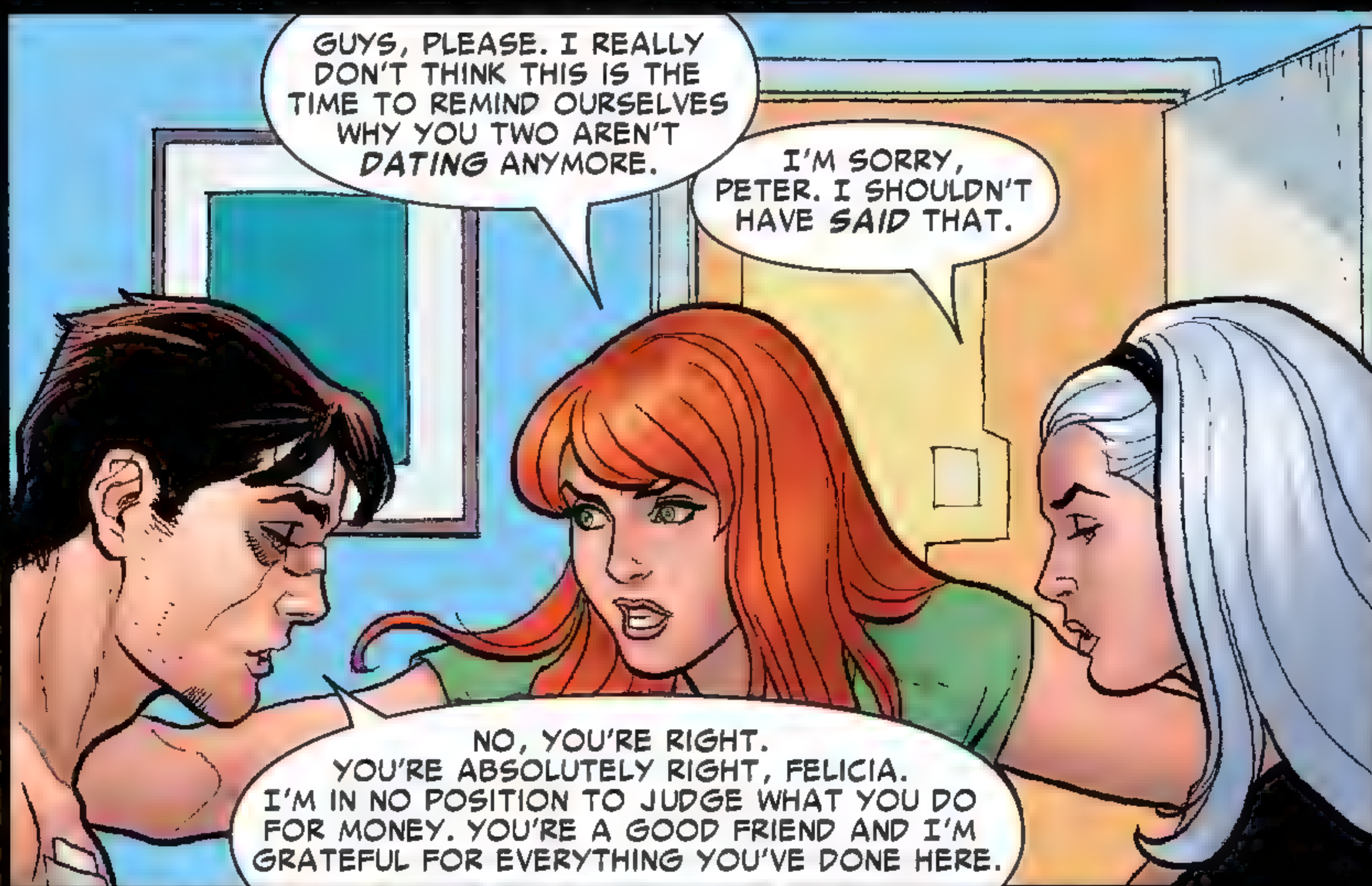
SO'S HALF THE ELECTED OFFICIALS IN THIS COUNTRY, PETER. I DON'T JUDGE HOW YOU LIVE YOUR LIFE.



DIFFERENCE IS I DON'T HURT PEOPLE FOR A LIVING.



WELL, THAT'S OPEN TO DEBATE RIGHT NOW.



GUYS, PLEASE. I REALLY DON'T THINK THIS IS THE TIME TO REMIND OURSELVES WHY YOU TWO AREN'T DATING ANYMORE.

I'M SORRY, PETER. I SHOULDN'T HAVE SAID THAT.

NO, YOU'RE RIGHT. YOU'RE ABSOLUTELY RIGHT, FELICIA. I'M IN NO POSITION TO JUDGE WHAT YOU DO FOR MONEY. YOU'RE A GOOD FRIEND AND I'M GRATEFUL FOR EVERYTHING YOU'VE DONE HERE.



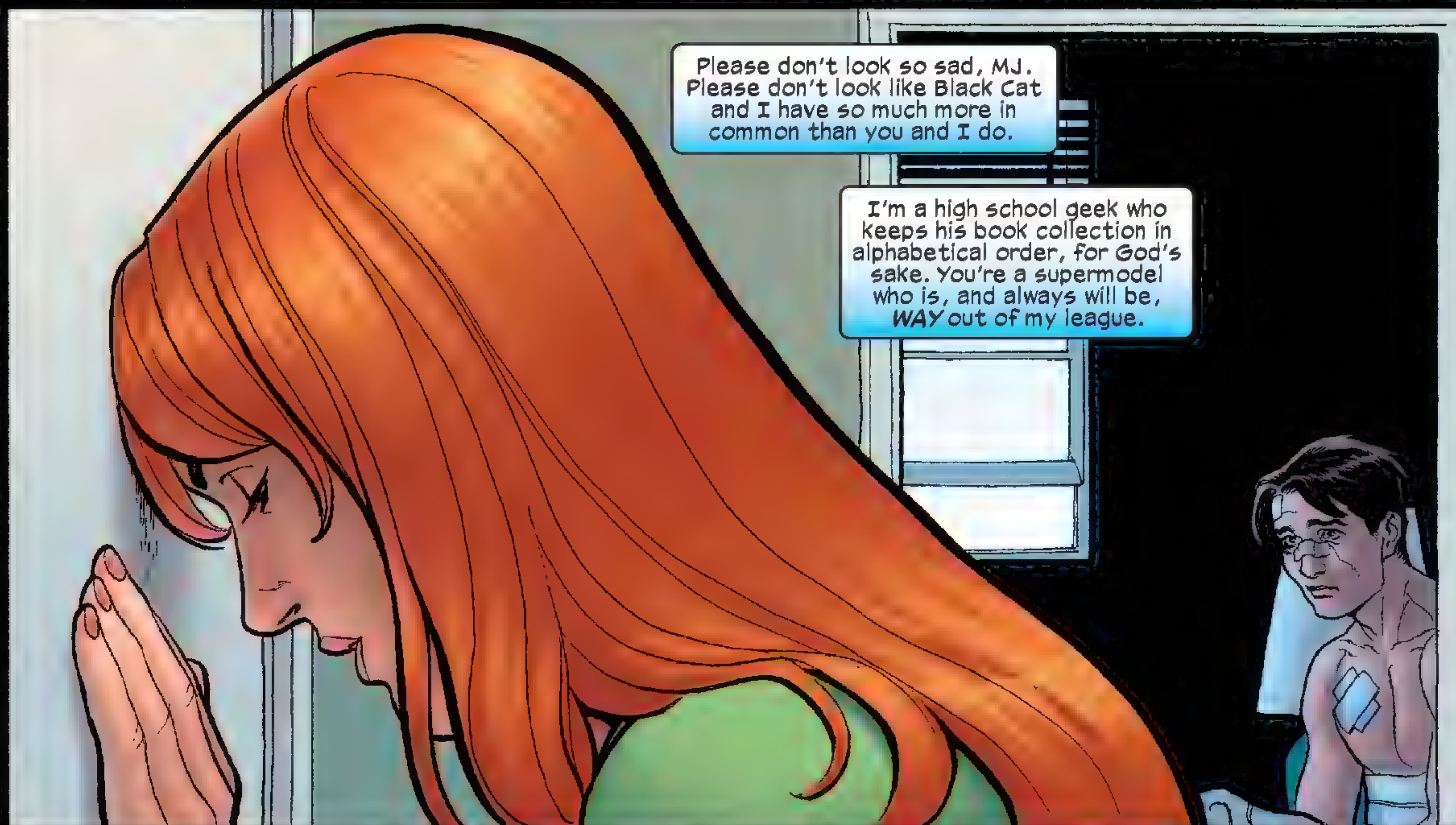
LISTEN, I'M SUPPOSED TO BE MEETING A STOOLIE FOR LUNCH IN TWENTY MINUTES. HE KNOWS EVERYTHING GOING DOWN AROUND TOWN SO I'LL CALL YOU IF HE COMES UP WITH ANYTHING.

THANKS, BABE. YOU SURE YOU GOT ALL YOUR THINGS?



YEAH, SPANDEX AND STUFF IS IN THE BAG WITH MY MAKEUP AND EVERYTHING. YOU LOOK AFTER THIS GUY, HUH? AND JUST CALL IF HE GIVES YOU ANY CRAP ABOUT GOING OUT ON PATROL TONIGHT.

HAHAHA! DEFINITELY.



Please don't look so sad, MJ. Please don't look like Black Cat and I have so much more in common than you and I do.

I'm a high school geek who keeps his book collection in alphabetical order, for God's sake. You're a supermodel who is, and always will be, WAY out of my league.

MATT MURDOCK CALLED AND SAID HE'LL DO ANYTHING HE CAN TO HELP.

NICK FURY LEFT A MESSAGE, TOO, AND SAID HE'S ARRANGED FOR ONE OF THE X-MEN'S PSYCHICS TO SEE YOU TOMORROW NIGHT.

ANY WORD FROM STEPHEN STRANGE?

JUST THAT HE'S TRIED EVERYTHING HE CAN THINK OF AND EVEN HE CAN'T FIND A TRACE OF HER ANYWHERE.

WHAT ABOUT YOUR AUNT ANNA?

I JUST SAID WE'D SENT MAY ON A SURPRISE VACATION, SO WE WERE SENDING HER ON ONE, TOO. JUST TO GET HER OUT OF THE WAY FOR A COUPLE OF WEEKS.

BRILLIANT. ALL WE NEED TO DO NOW IS COME UP WITH A GOOD REASON WHY I'VE BEEN OUT OF SCHOOL FOR A FEW DAYS.

VIRAL PNEUMONIA.

WHAT?

IT WAS THE FIRST THING THAT CAME INTO MY HEAD AND SOUNDED FAR-FETCHED ENOUGH TO BE COMPLETELY BELIEVABLE.

I LOVE YOU, YOU KNOW THAT? I'D LOVE YOU MORE IF YOU'D STAYED OUT OF THE CITY LIKE I ASKED, BUT I DON'T KNOW WHAT I'D DO WITHOUT YOU, MJ.

LISTEN, NOW THAT YOU'RE AWAKE, WHAT DO YOU WANT TO DO HERE? YOU THINK THIS MIGHT BE THE TIME TO COME CLEAN?

ABOUT WHAT?

SPIDER-MAN. WE ALWAYS SAID IF THINGS EVER GOT TOO OUT OF CONTROL, WE'D JUST GO TO THE POLICE, RIGHT?

GOING PUBLIC WOULD DEFINITELY MAKE IT EASIER TO FIND MAY, BUT THERE'D BE NO GOING BACK. WHAT DO YOU THINK, PETER? IS THIS THE TIME TO CALL IT QUITS?



I DON'T THINK SO. THIS IS WHAT HAPPENS WHEN ONE PSYCHOPATH FINDS OUT WHO I REALLY AM. GOING PUBLIC JUST OPENS UP EVERYONE WE KNOW TO EVERY LUNATIC I'VE EVER FOUGHT.



AS LONG AS YOU KNOW WHAT YOU'RE DOING, BABY.

IN THE MEANTIME, I SAY WE SIT DOWN AND TAKE A LOOK AT WHAT WE'RE DEALING WITH HERE. LET'S RUN THROUGH EVERYBODY WHO KNOWS YOUR SECRET IDENTITY AND SEE IF WE CAN FIGURE THIS OUT BY OURSELVES.



OKAY, DOCTOR OCTOPUS, THE VULTURE, THE SCORPION, THE SHOCKER, ELECTRO AND SANDMAN DON'T KNOW YOU FROM ADAM, RIGHT? BUT THE **GREEN GOBLIN** KNOWS THE TRUTH. WHAT ABOUT HIM?

ACTUALLY, HE WAS MY FIRST CHOICE, BUT OSBORN WAS IN **POLICE CUSTODY** WHEN AUNT MAY DISAPPEARED, SO THERE'S NO WAY HE COULD HAVE DONE THIS.

WHAT ABOUT ONE OF HIS PSYCHO FRIENDS? YOU KNOW, AS REVENGE FOR CATCHING HIM AND RUINING HIS **BUSINESS** AND EVERYTHING?



IT STILL DOESN'T ADD UP. WE'D HAVE HEARD SOMETHING BY NOW. OSBORN'S BEEN MAD AT ME A MILLION TIMES AND NEVER PULLED A STUNT LIKE THIS BEFORE. THIS SMACKS OF SOMEBODY WHO JUST **FOUND OUT**.

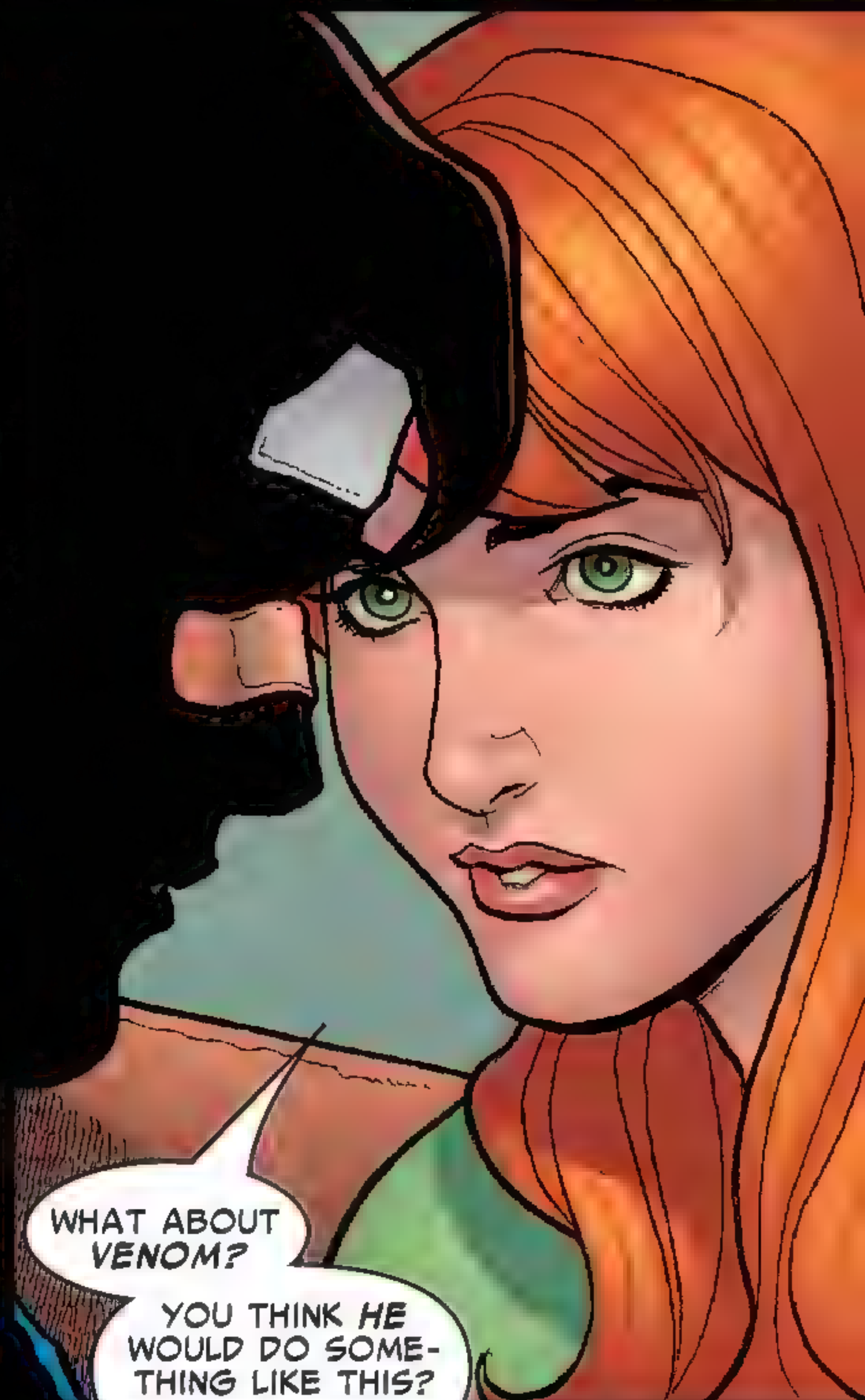
WHAT ABOUT **HARRY OSBORN**?



HARRY'S DEAD, M.J.

YEAH, I KNOW, BUT WE ALL THOUGHT NORMAN WAS DEAD FOR A LONG TIME, TOO. HAVEN'T YOU NOTICED THE WAY OUR SOCIAL CIRCLE KINDA HAS A HABIT OF **COMING BACK**?

NO, NOT THIS TIME, HONEY. I SAW THEM PUT HARRY IN THE GROUND. THIS DEFINITELY ISN'T HIM. **TRUST ME**.



WHAT ABOUT **VENOM**?

YOU THINK **HE** WOULD DO SOMETHING LIKE THIS?



WHAT'S THE
MATTER? AREN'T
YOU GOING TO
ANSWER IT?

DEET DEET!
DEET DEET!



HELLO?



MISTER PARKER?
MISTER PETER PARKER?
THIS IS THE COMPACTCARD
LATE PAYMENT DEPARTMENT
AT COMPACTCARD CREDIT,
SIR. COULD YOU EXPLAIN WHY
YOU'VE BEEN IGNORING OUR
FINAL DEMANDS?

WHAT?



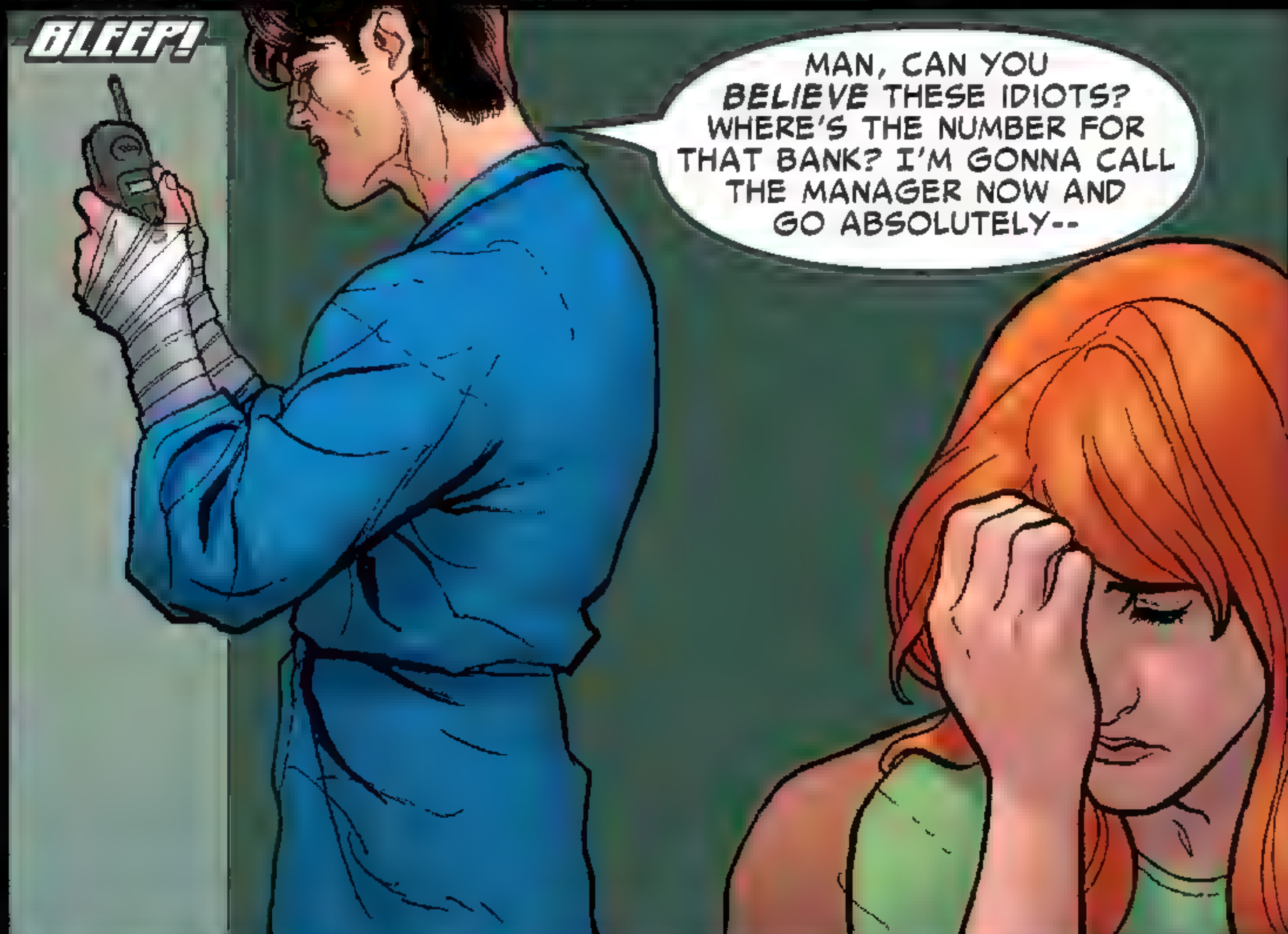
ACCORDING TO OUR
COMPUTER, WE'VE SENT
YOU SIX LETTERS IN THE
LAST EIGHT WEEKS
CONCERNING CREDIT CARD
DEBTS AMOUNTING TO
ALMOST TWENTY-FIVE
THOUSAND DOLLARS,
SIR.

IF YOU'D REPLIED
TO THESE LETTERS,
WE COULD HAVE WORKED
OUT A REPAYMENT PLAN,
BUT I'M AFRAID THIS
MATTER IS OUT OF OUR
HANDS AND HAS BEEN
PASSED TO OUR
ATTORNEYS FOR
RETRIEVAL.



WHAT? WHAT
ARE YOU TALKING ABOUT?
THE BANK AUTOMATICALLY
PAYS ALL OUR CREDIT CARD
BILLS. THERE'S GOTTA BE
SOME MISTAKE HERE.

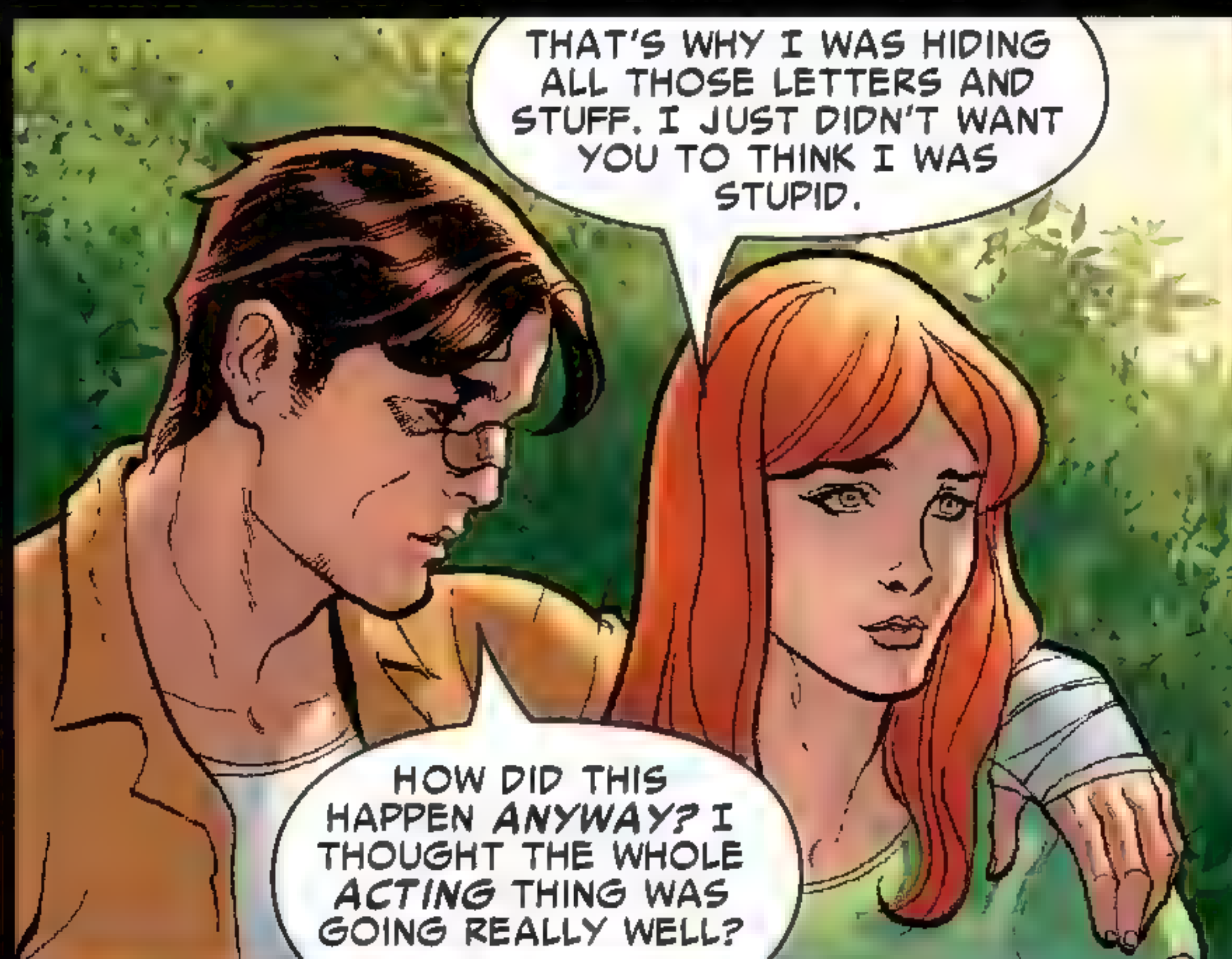
IT SAYS ON
THE COMPUTER THAT
THE BANK RETURNED EVERY
PAYMENT REQUEST FOR THE
LAST THREE MONTHS, MISTER
PARKER. REASON GIVEN
HERE'S "INSUFFICIENT
FUNDS."





I STILL CAN'T BELIEVE YOU NEVER TOLD ME WE WERE HAVING MONEY PROBLEMS. I MEAN WHAT DID YOU THINK I WAS GOING TO DO? PUSH YOU OFF A BUILDING?

IT'S NOT THAT. I JUST FELT, WELL...REALLY **STUPID** ABOUT GETTING US INTO THIS MESS AND HOPED THE WHOLE THING WOULD SORT ITSELF OUT.



THAT'S WHY I WAS HIDING ALL THOSE LETTERS AND STUFF. I JUST DIDN'T WANT YOU TO THINK I WAS **STUPID**.

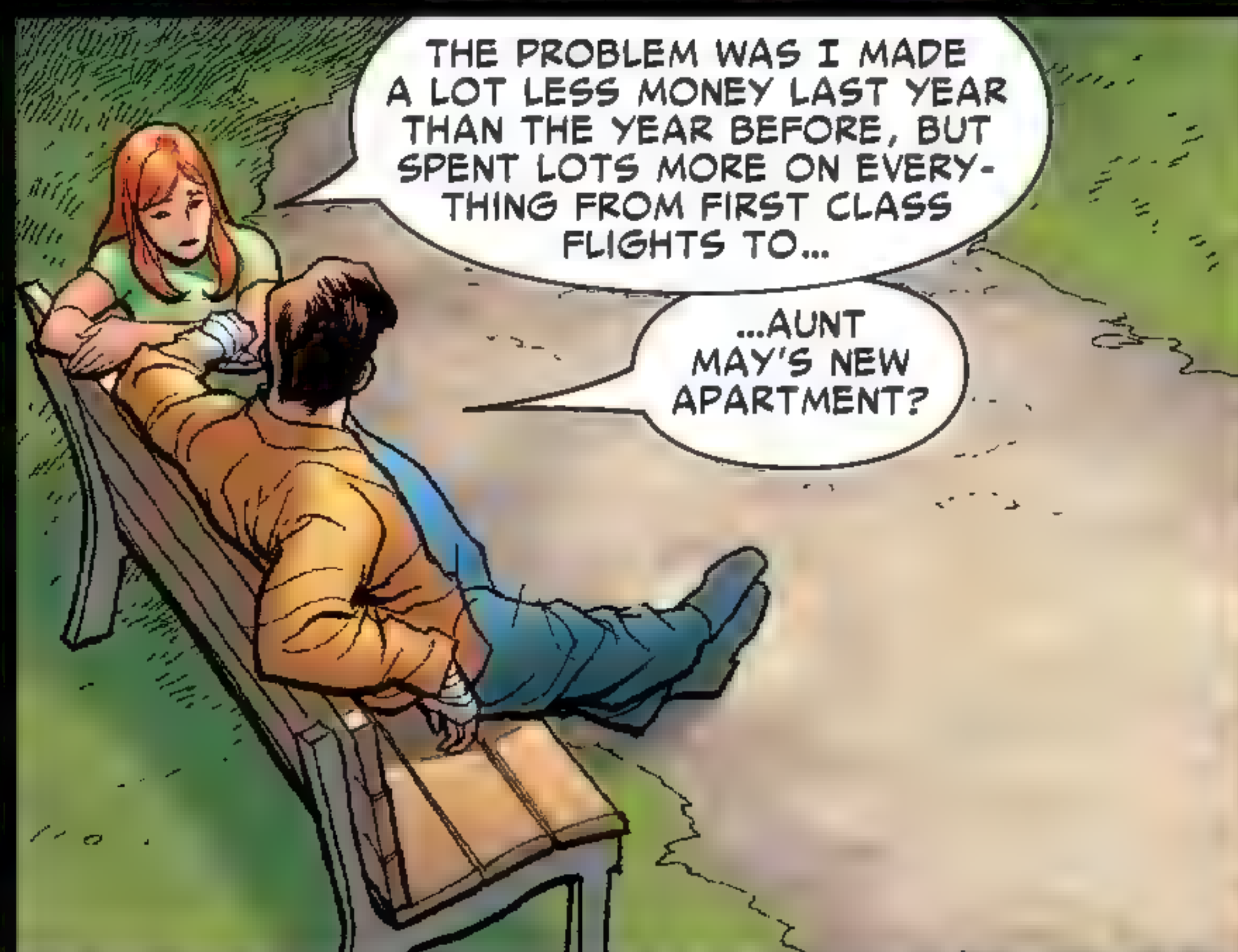
HOW DID THIS HAPPEN ANYWAY? I THOUGHT THE WHOLE **ACTING** THING WAS GOING REALLY WELL?



OH, IT **IS**, PETER. THINGS HAVE ACTUALLY BEEN **REALLY GOOD** SINCE I GOT THE **BIG PART** AND EVERYTHING.

IT'S JUST A COUPLE OF THE COMPANIES THAT STILL OWED ME MONEY WENT BUST AND I DIPPED INTO MY TAX ACCOUNT TO KEEP THINGS GOING AND, WELL--

--IT ALL JUST KINDA **SNOWBALLED** FROM THERE.

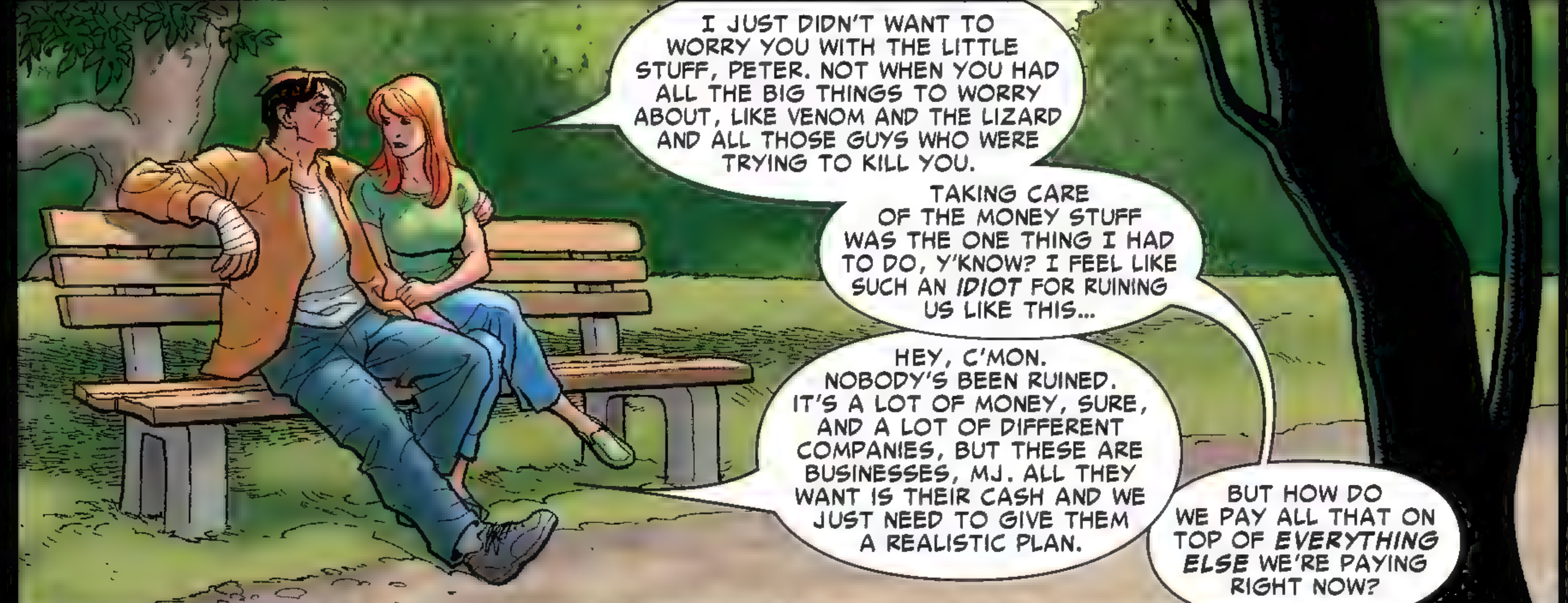


THE PROBLEM WAS I MADE A LOT LESS MONEY LAST YEAR THAN THE YEAR BEFORE, BUT SPENT LOTS MORE ON EVERYTHING FROM FIRST CLASS FLIGHTS TO...

...AUNT MAY'S NEW APARTMENT?



I GUESS.



I JUST DIDN'T WANT TO WORRY YOU WITH THE LITTLE STUFF, PETER. NOT WHEN YOU HAD ALL THE BIG THINGS TO WORRY ABOUT, LIKE VENOM AND THE LIZARD AND ALL THOSE GUYS WHO WERE TRYING TO KILL YOU.

TAKING CARE OF THE MONEY STUFF WAS THE ONE THING I HAD TO DO, Y'KNOW? I FEEL LIKE SUCH AN IDIOT FOR RUINING US LIKE THIS...

HEY, C'MON. NOBODY'S BEEN RUINED. IT'S A LOT OF MONEY, SURE, AND A LOT OF DIFFERENT COMPANIES, BUT THESE ARE BUSINESSES, MJ. ALL THEY WANT IS THEIR CASH AND WE JUST NEED TO GIVE THEM A REALISTIC PLAN.

BUT HOW DO WE PAY ALL THAT ON TOP OF **EVERYTHING** ELSE WE'RE PAYING RIGHT NOW?

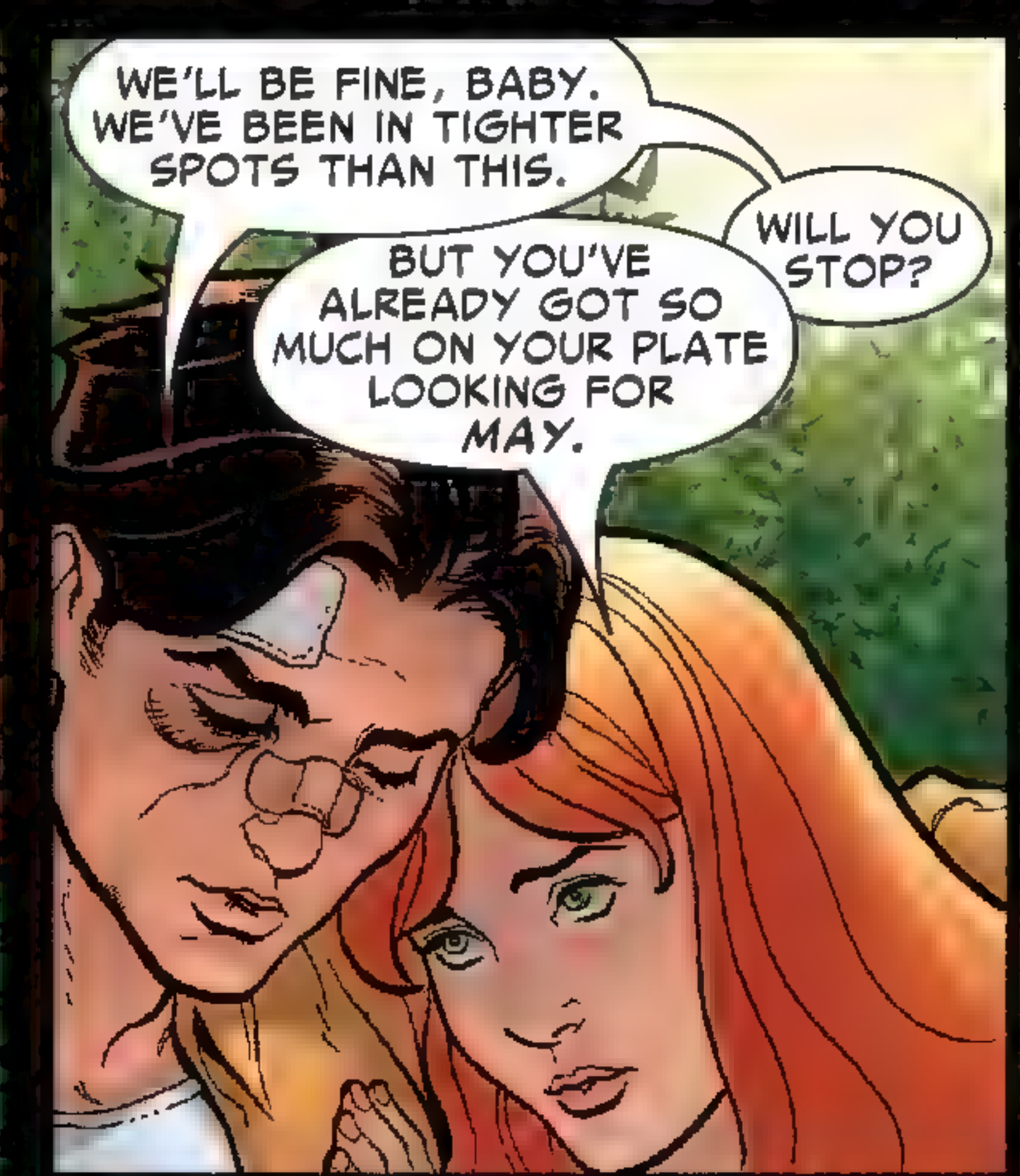


I DUNNO. I GUESS I JUST NEED TO DIG OUT THE OLD DIGITAL CAMERA AND TAKE A FEW **PICTURES** AGAIN, RIGHT? NO BIG DEAL. I CAN START TONIGHT WHEN I'M OUT ON PATROL.



YOU CAN'T GO OUT IN THIS MESS.

YOU THINK I'M GOING TO STAY HOME AND WATCH TV?



WE'LL BE FINE, BABY. WE'VE BEEN IN TIGHTER SPOTS THAN THIS.

BUT YOU'VE ALREADY GOT SO MUCH ON YOUR PLATE LOOKING FOR MAY.

WILL YOU STOP?



YOU'RE MARRIED TO A **SUPER HERO**, REMEMBER?



Yeah, some super hero: Your face all over the newspapers, your aunt snatched by one of your playmates and now you're worried about your cell-phone bill coming in.

Is the game finally up? Is the world about to find out that you're just not as cool or as credible or as competent as all the *REAL* super heroes flying around town?

Man, I shouldn't even be up here in this condition. My muscles feel tight and my stitches feel loose, but I need to keep moving or I'm going to have some kind of *NERVOUS BREAKDOWN*.



This was supposed to be *THE HOBBY*. This was supposed to be where I could *ESCAPE* from Peter Parker's stupid problems. This is where I always cracked the *JOKES*...



SPIDER-SKANK! SPIDER-SKANK! HAS A BUTT LIKE A TANK!

WEARS A DRESS! ANY SIZE! CATCHES MEN! JUST LIKE FLIES!



LOOK OUT-- HERE COMES THE SPIDER-SKAAANK!

... and *THEY* aren't helping things either.



Can't focus on **ANYTHING** except Aunt May. Could this really be Eddie Brock? But what happened to that weird **MORALITY** he always insisted he was operating under?

Hell, what am I **TALKING** about? He's **VENOM**, for God's sake. Is it really such a stretch to imagine that maniac crossing the line into **FULL-BLOWN PSYCHOSIS**?

SPIDER-MAN!
HELP! DOWN
HERE!

About
time, too...



Please God, **PLEASE** let this be the kind of trouble that makes a good front-page picture I can sell for lots of money...

WHAT'S UP,
MAN? SOMEBODY
RIP YOU OFF?

NAH, MY CAR
JUST BLEW A TIRE
AND I WAS WONDERING
IF YOU COULD GIMME
A HAND. YOU GOT
A COUPLE OF
MINUTES?



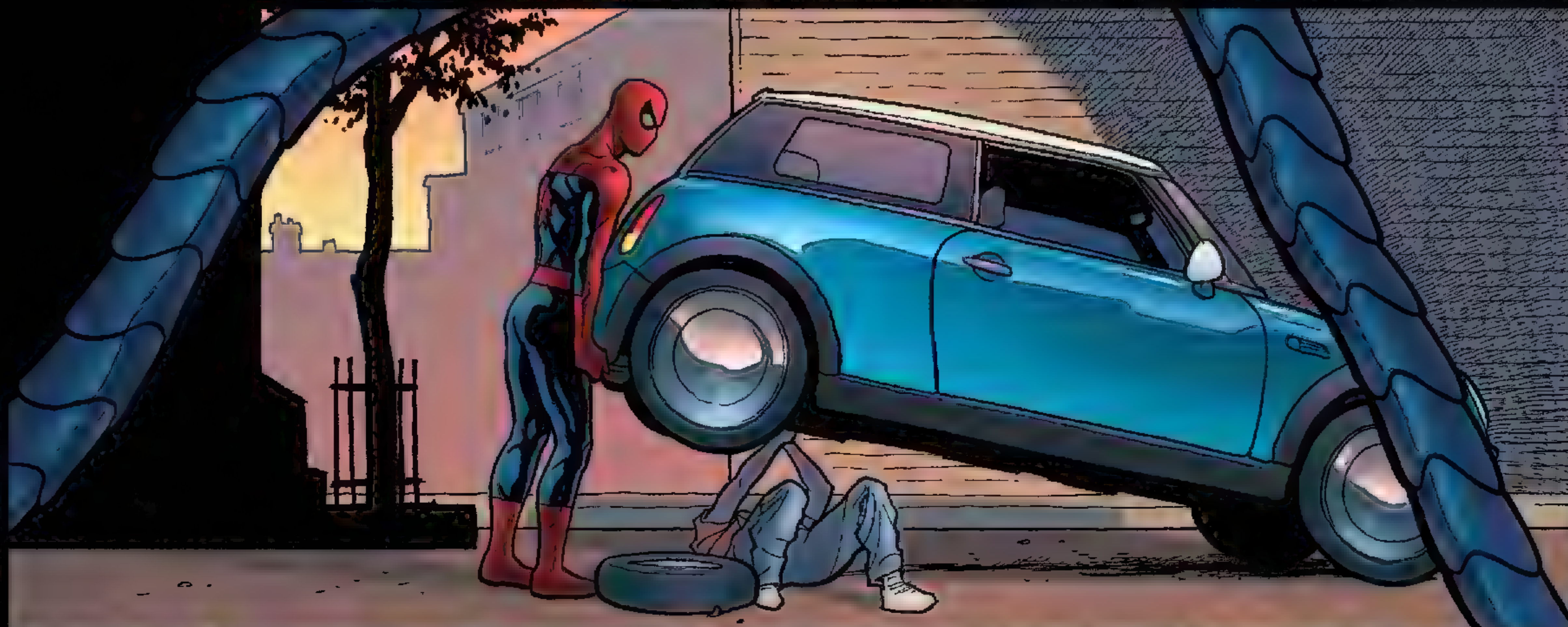
TO FIX A FLAT? YOU
GOT TO BE KIDDING
ME. DO I LOOK LIKE
TRIPLE-A?

AW, C'MON, FELLA. I
THOUGHT YOU WERE
SUPPOSED TO BE A SUPER
HERO. I CALL A GARAGE
AND THEY'RE GONNA
CHARGE ME A HUNDRED
AND FIFTY BUCKS JUST
FOR PULLING UP.



I DON'T **BELIEVE**
THIS. WHAT KINDA VIBE
DO I GIVE OFF? YOU THINK
THIS EVER HAPPENS TO
CAPTAIN AMERICA?

I'D DO IT
MYSELF EXCEPT I
LOANED MY JACK TO MY
BROTHER-IN-LAW DOWN IN
PHILLY A FEW WEEKS BACK.
YOU EVER BEEN TO **PHILLY**,
SPIDER-MAN? BEST DAMN
STRIP-CLUBS ON THE
ENTIRE **EASTERN**
SEABOARD.



YOU SEE THAT?

WHAT?

GET OUT OF THE WAY, MAN! I NEED TO LET GO OF THE CAR!



ANOTHER TEN SECONDS, SPIDER-MAN! SERIOUSLY! I'M JUST ABOUT DONE HERE! TWENTY AT THE ABSOLUTE MOST--

I... SAID...



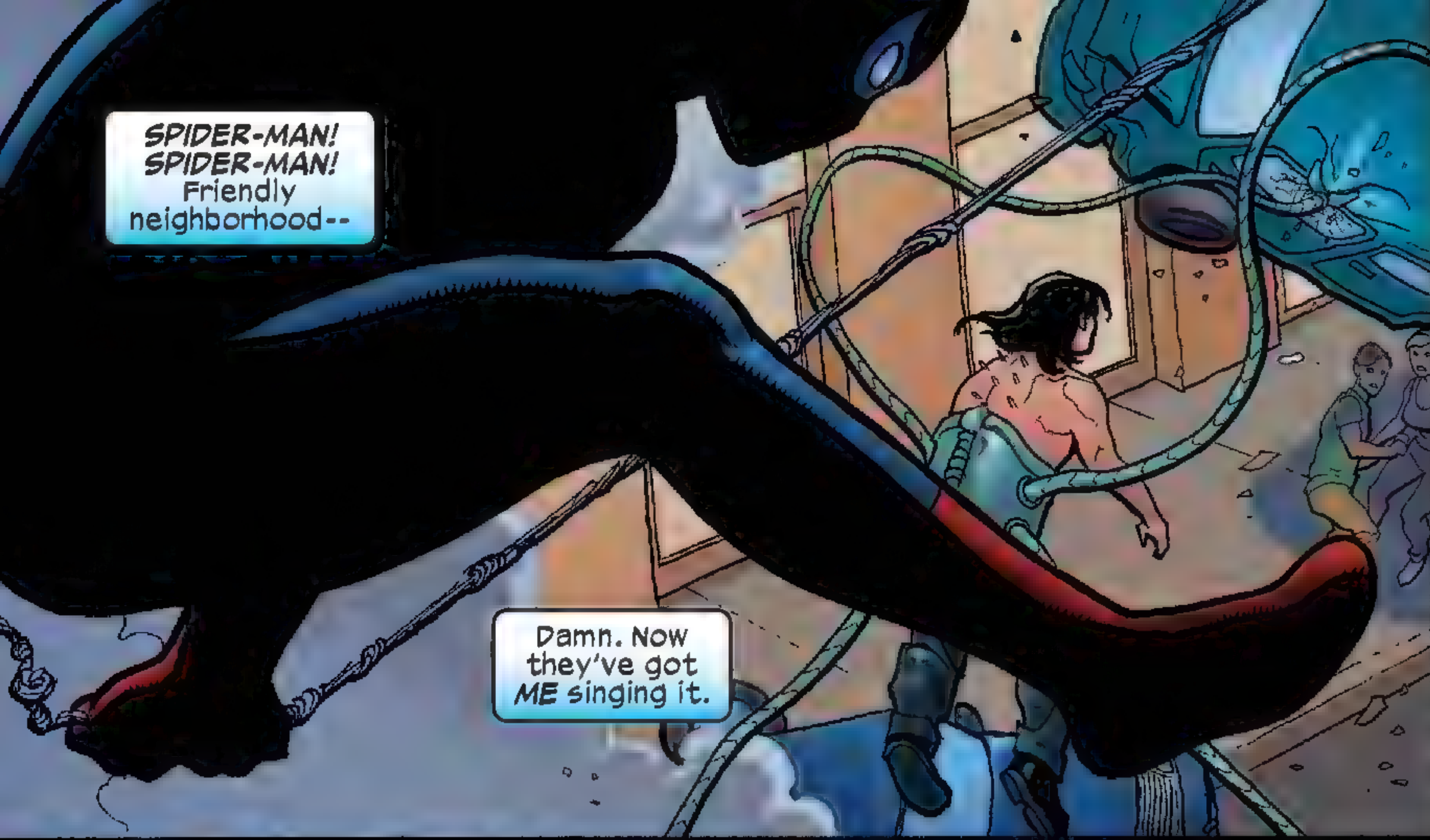
ENOUGH!

HEY!



YOU SKINNY, LITTLE PIECE OF CRAP! YOU LOOK LIKE COURTNEY COX IN THAT FRIGGIN' COSTUME!





SPIDER-MAN!
SPIDER-MAN!
Friendly
neighborhood--

Damn. Now
they've got
ME singing it.

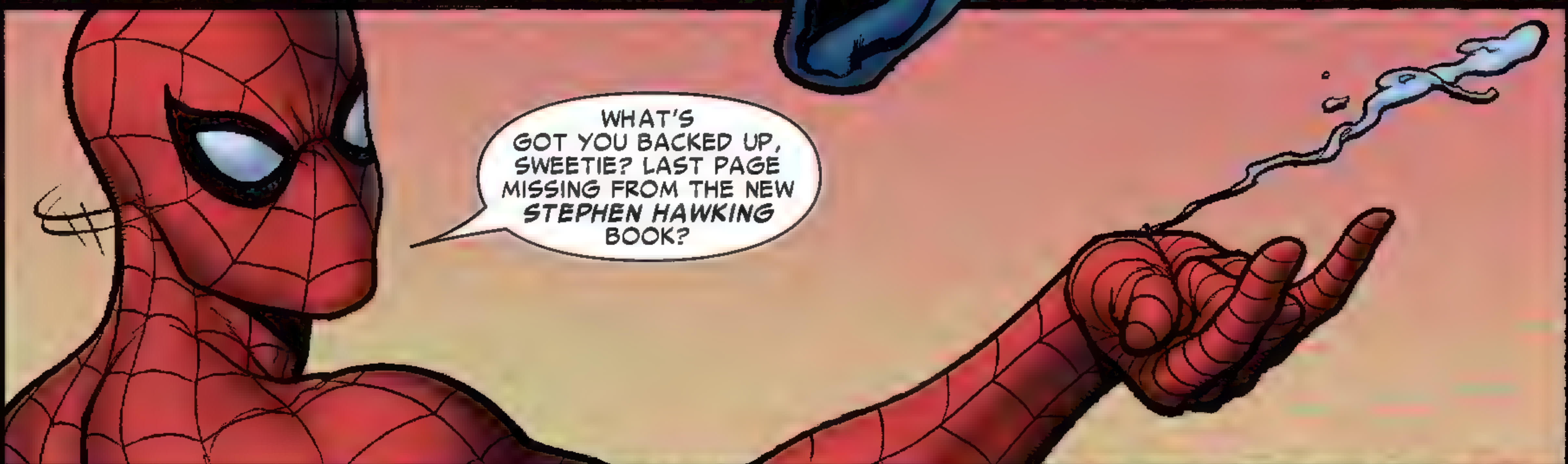


Doctor Octopus going nuts.
Lots of innocent people
standing around with their
MOUTHS open--

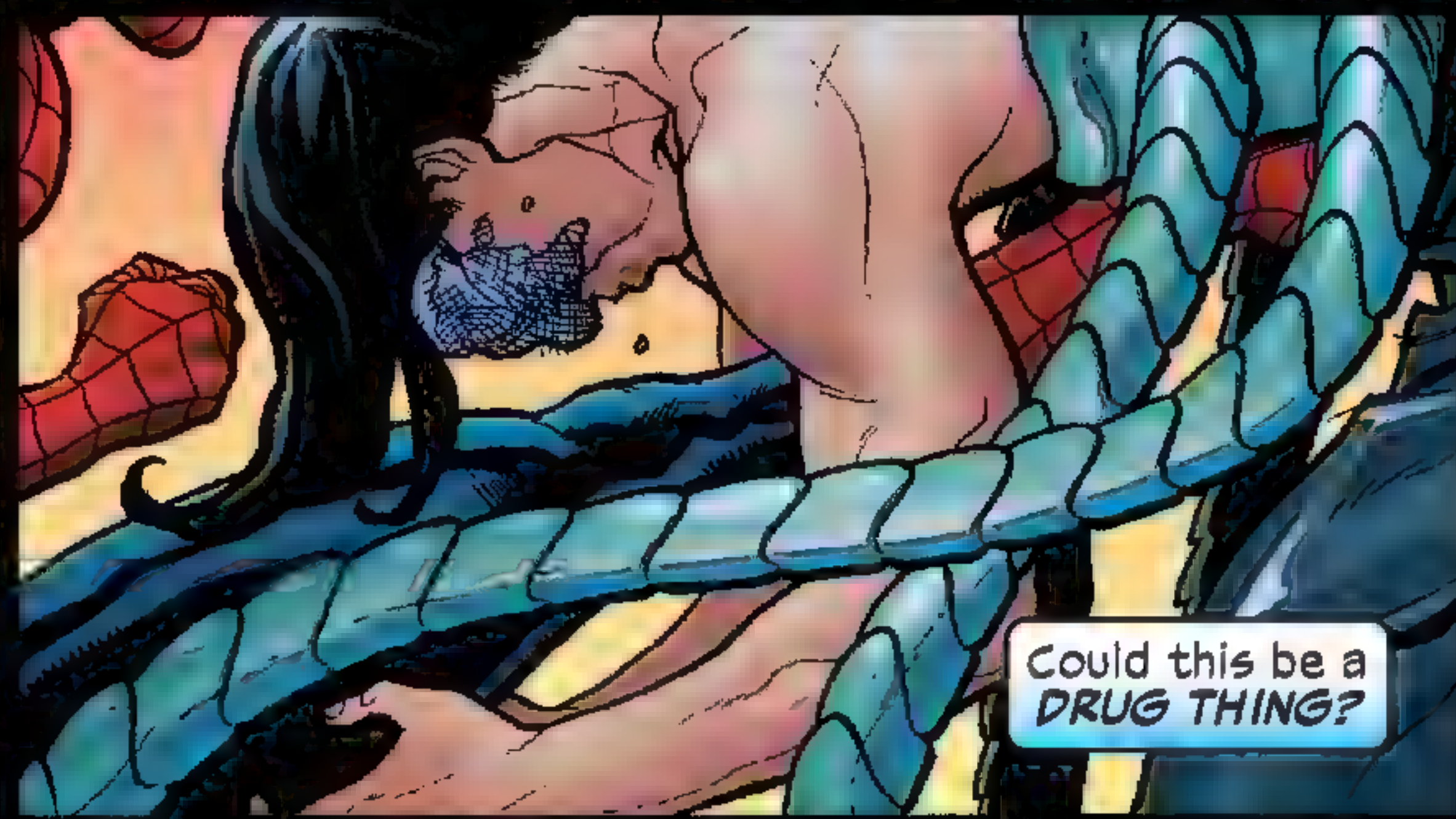


--not
exactly an IDEAL
COMBINATION.

YOW!



WHAT'S
GOT YOU BACKED UP,
SWEETIE? LAST PAGE
MISSING FROM THE NEW
STEPHEN HAWKING
BOOK?



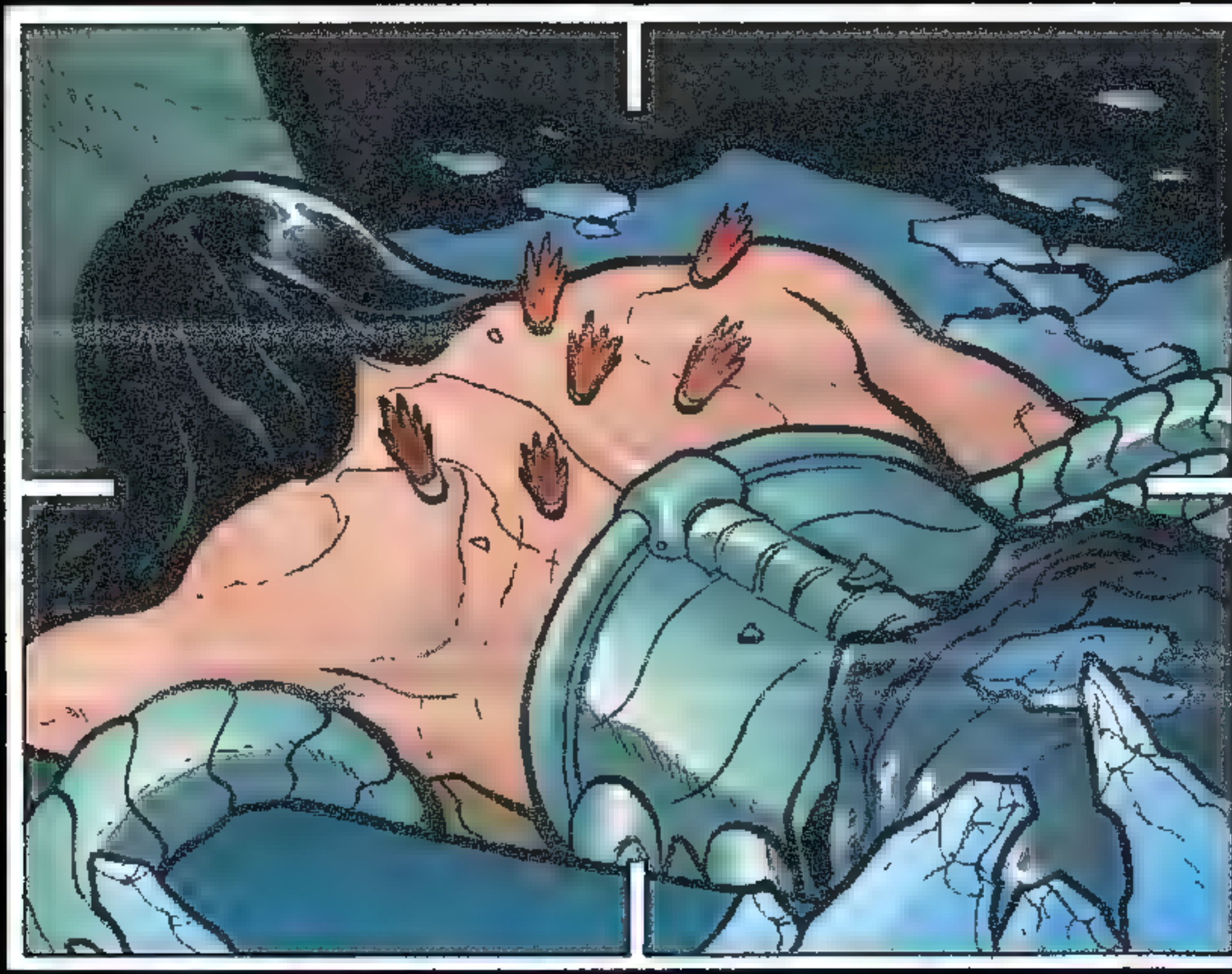
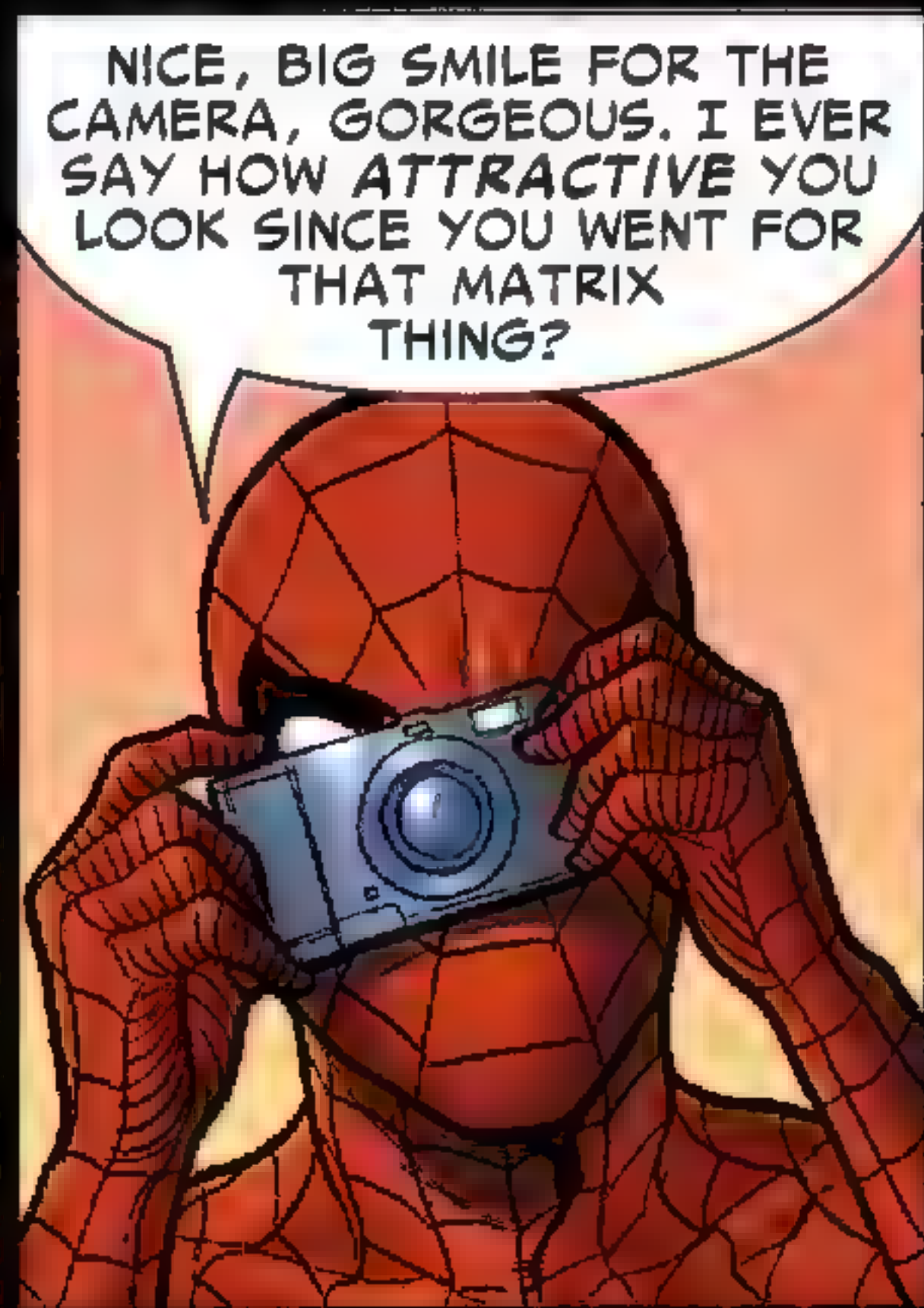


Lucky for you. Doc Ock was the **ONLY** one who got hurt here.



Supposing one of those **KIDS** had got killed? How would you have felt about **THAT**, Mister Parker?







DON'T EVEN TRY TO RUN, FREAK! YOU THINK YOU PEOPLE CAN DO ALL THIS DAMAGE AND JUST WALK AWAY? FORGET ABOUT IT, SCUMBAG! YOU'RE COMING WITH US!



ARE YOU OUT OF YOUR MIND? I'M THE ONE WHO TOOK THIS GUY DOWN. WHAT THE HELL DID YOU IDIOTS DO?



SHOT HIM FULL OF TRANQUILIZERS THE SECOND HE BROKE LOOSE FROM OUR CONVOY. GUY WOULD HAVE GONE DOWN STRAIGHT AWAY IF YOU HADN'T GIVEN HIM THAT BIG ADRENALINE RUSH.

WHAT THE HELL'S GOING ON HERE? WHAT ARE YOU DOING TAKING DOC OCK AWAY FROM PRISON ANYWAY?

THE GOOD DOCTOR JUST HAD A FEW LITTLE TESTS HE HAD TO GET, BUT THAT'S THE LEAST O'YOUR CONCERNS RIGHT NOW.



GUYS, SERIOUSLY.

YOU MIND LOWERING THOSE GUNS?

WHAT DO YOU SAY, BOYS? SHOULD WE JUST LET HIM LOOSE AND CLEAN UP HIS MESS, OR DO WE FINALLY BUST THIS FREAK FOR WASTING POLICE TIME AND PROPERTY DESTRUCTION?



WAIT A SECOND. YOU DON'T NEED TO QUESTION ME.

THIS IS ABOUT THE REWARD, RIGHT? YOU'RE JUST KEEPING ME HERE TO CLAIM THAT FIVE MILLION BUCKS THE DAILY BUGLE'S THROWING AWAY.

WELL, LET'S JUST SAY THAT'S A LITTLE BONUS MONEY...



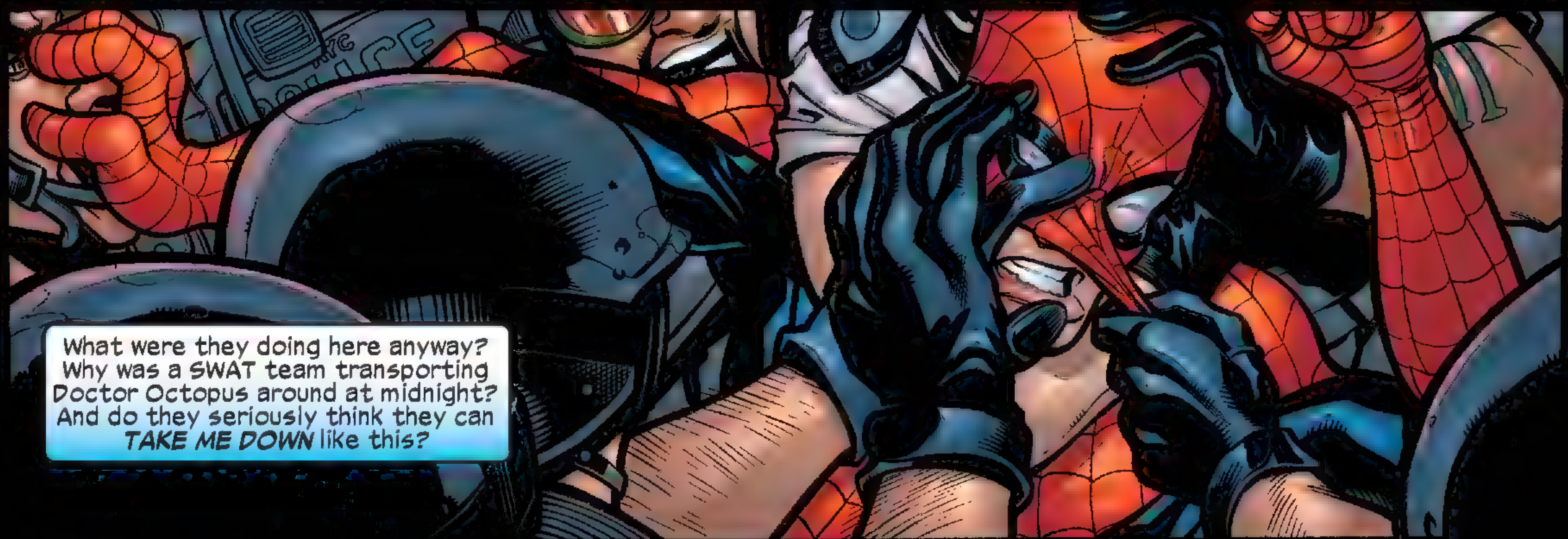


MARVEL KNIGHTS SPIDER-MAN #6
TERRY DODSON, RACHEL DODSON & MORRY HOLLOWELL

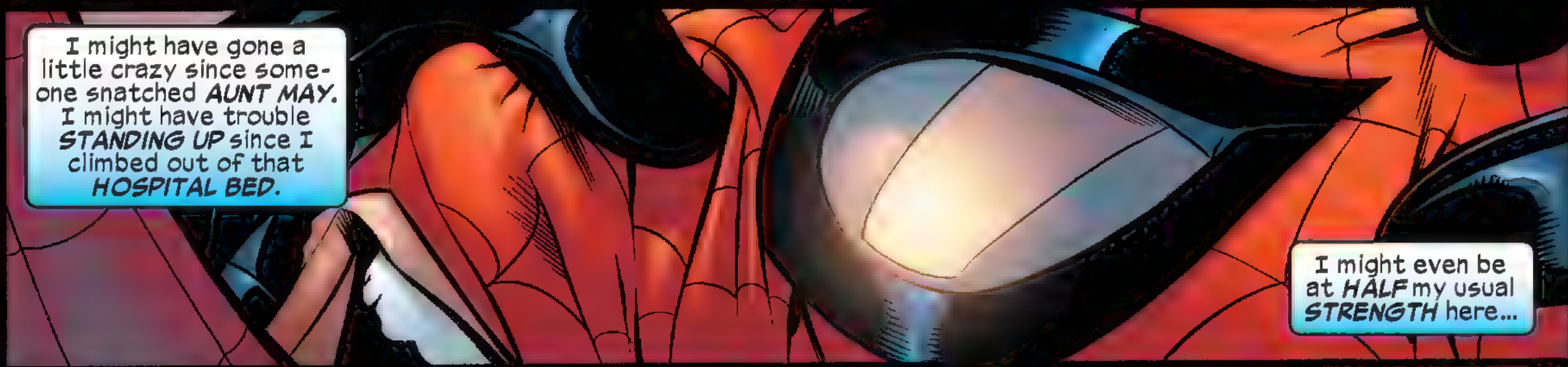
This is what happens when the *Daily Bugle* offers five million dollars to anyone who figures out my secret identity: Even the **COPS** start going a little nuts.

GET HIS MASK OFF! I GOT HIM! I GOT HIM!





What were they doing here anyway?
Why was a SWAT team transporting
Doctor Octopus around at midnight?
And do they seriously think they can
TAKE ME DOWN like this?



I might have gone a
little crazy since some-
one snatched **AUNT MAY**.
I might have trouble
STANDING UP since I
climbed out of that
HOSPITAL BED.

I might even be
at **HALF** my usual
STRENGTH here...

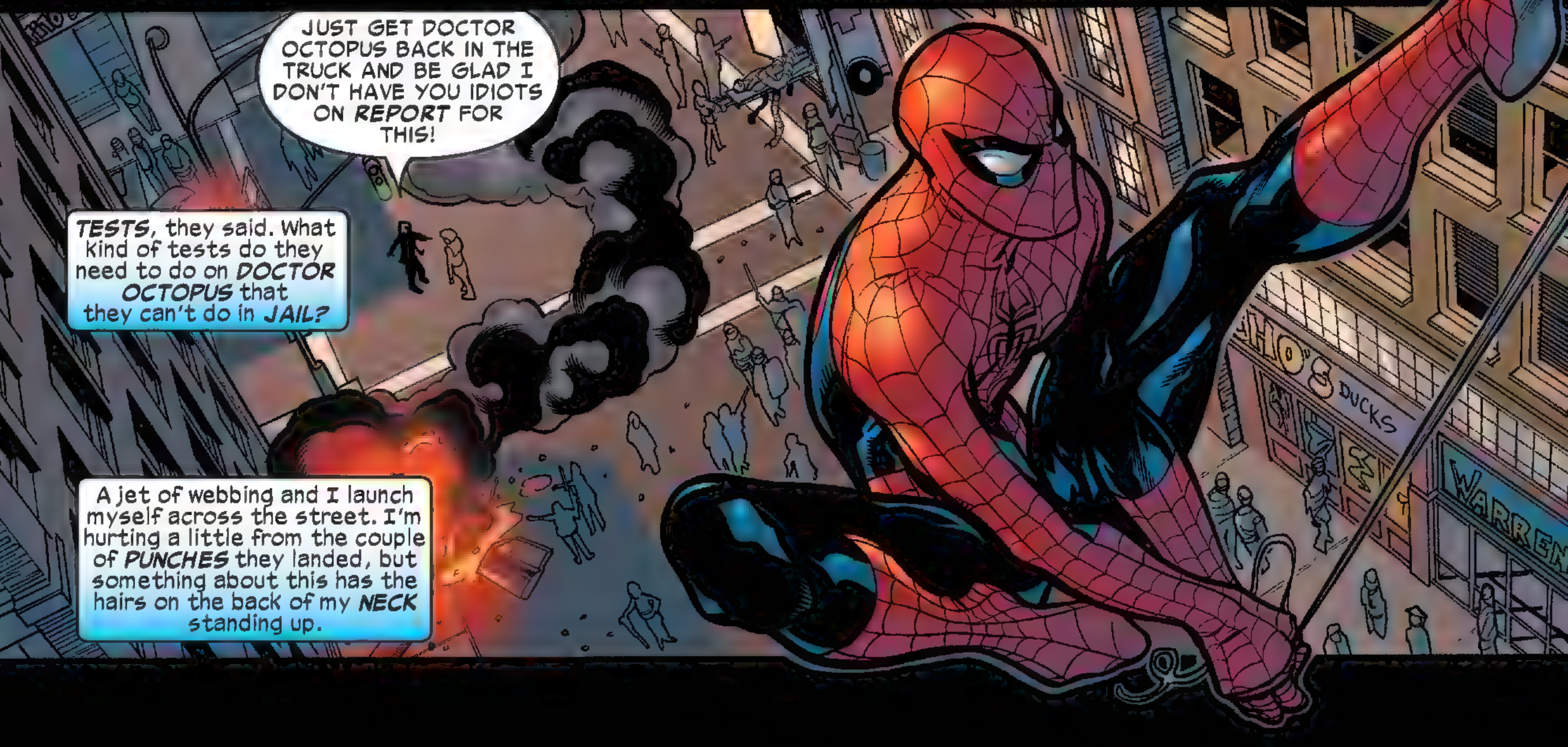


...but I could **STILL**
eat these clowns for
BREAKFAST.

AGHGH!!



WHAT ARE YOU
WAITING FOR?
TAKE HIM DOWN!
TAKE HIM
DOWN!





Mary Jane inhales an entire mouthful of air...

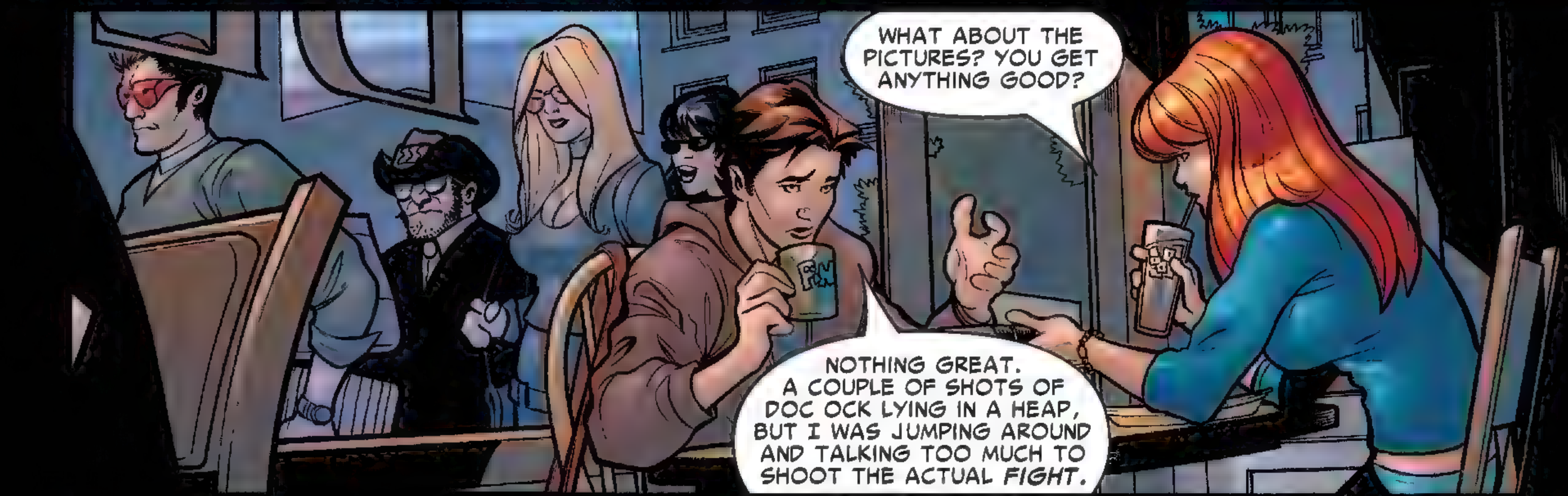
SOMEBODY TRIED TO GET YOUR MASK OFF?



FIVE TIMES IN A SINGLE NIGHT. IT'S THIS BIG CASH REWARD THE BUGLE'S TALKING ABOUT. SERIOUSLY, JONAH'S GOING TO HAVE TO CALL THIS OFF BEFORE SOMEONE GETS REALLY BADLY HURT.

LIKE YOU, YOU MEAN?

EXACTLY.



WHAT ABOUT THE PICTURES? YOU GET ANYTHING GOOD?

NOTHING GREAT. A COUPLE OF SHOTS OF DOC OCK LYING IN A HEAP, BUT I WAS JUMPING AROUND AND TALKING TOO MUCH TO SHOOT THE ACTUAL FIGHT.



I E-MAILED THEM INTO FEATURES THIS MORNING, BUT HAVEN'T HEARD A PEEP. I THOUGHT I'D MAYBE DROP BY THIS AFTERNOON AND SEE IF I COULD WORK THE OLD PARKER CHARM ON THEM A LITTLE.

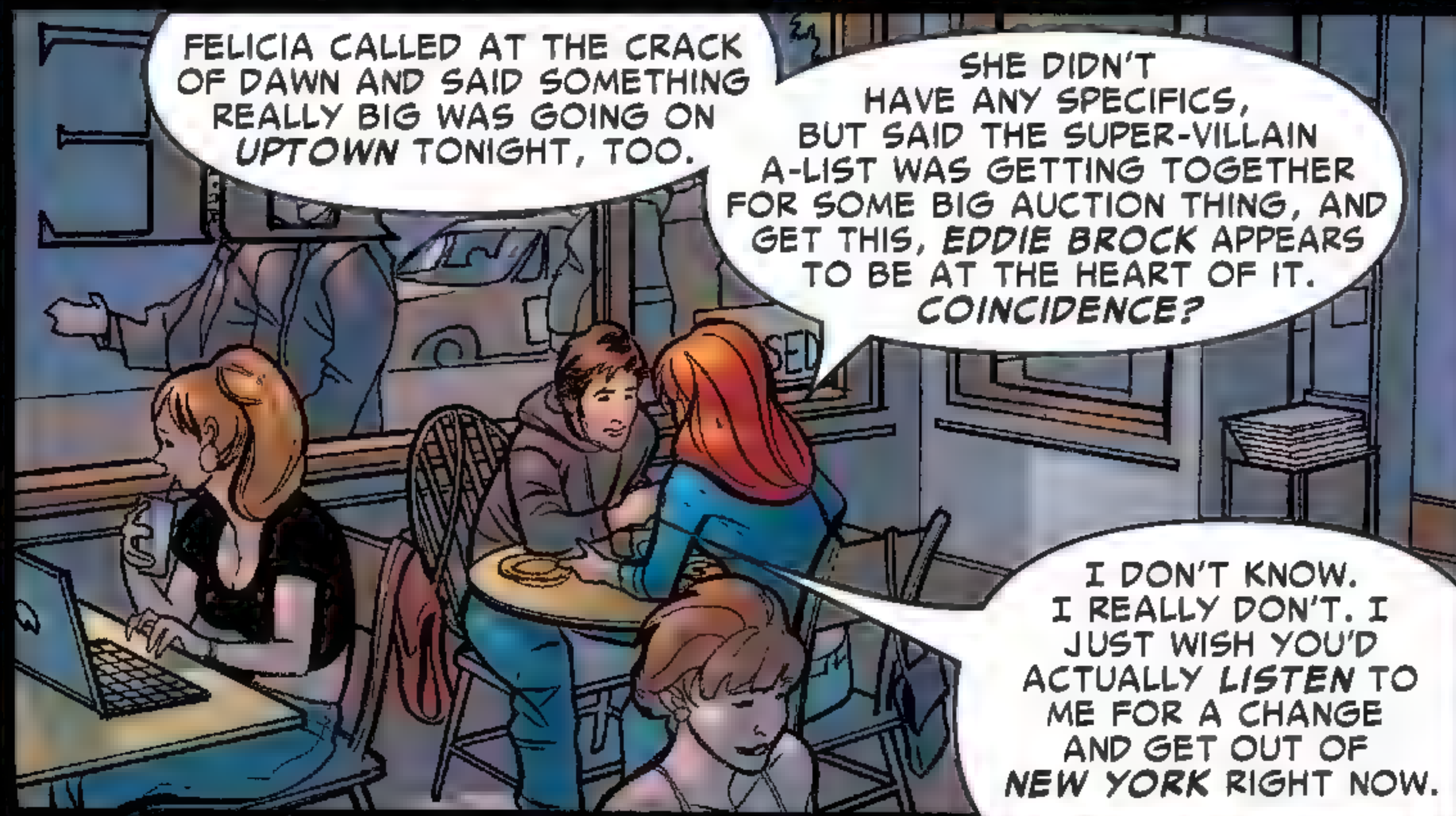
WHAT IF HE RECOGNIZES YOU FROM THAT HORRIBLE FRONT PAGE?

NOT A CHANCE. I LOOK LIKE A CROSS BETWEEN ROCKY BALBOA AND A PLATE OF CHOPPED LIVER IN THAT PICTURE. YOU SAID SO YOURSELF.



ANYWAY, HOW'S YOUR OWN INVESTIGATION GOING? YOU MANAGE TO GET ME A LIST OF WHO'S ACTIVE RIGHT NOW?

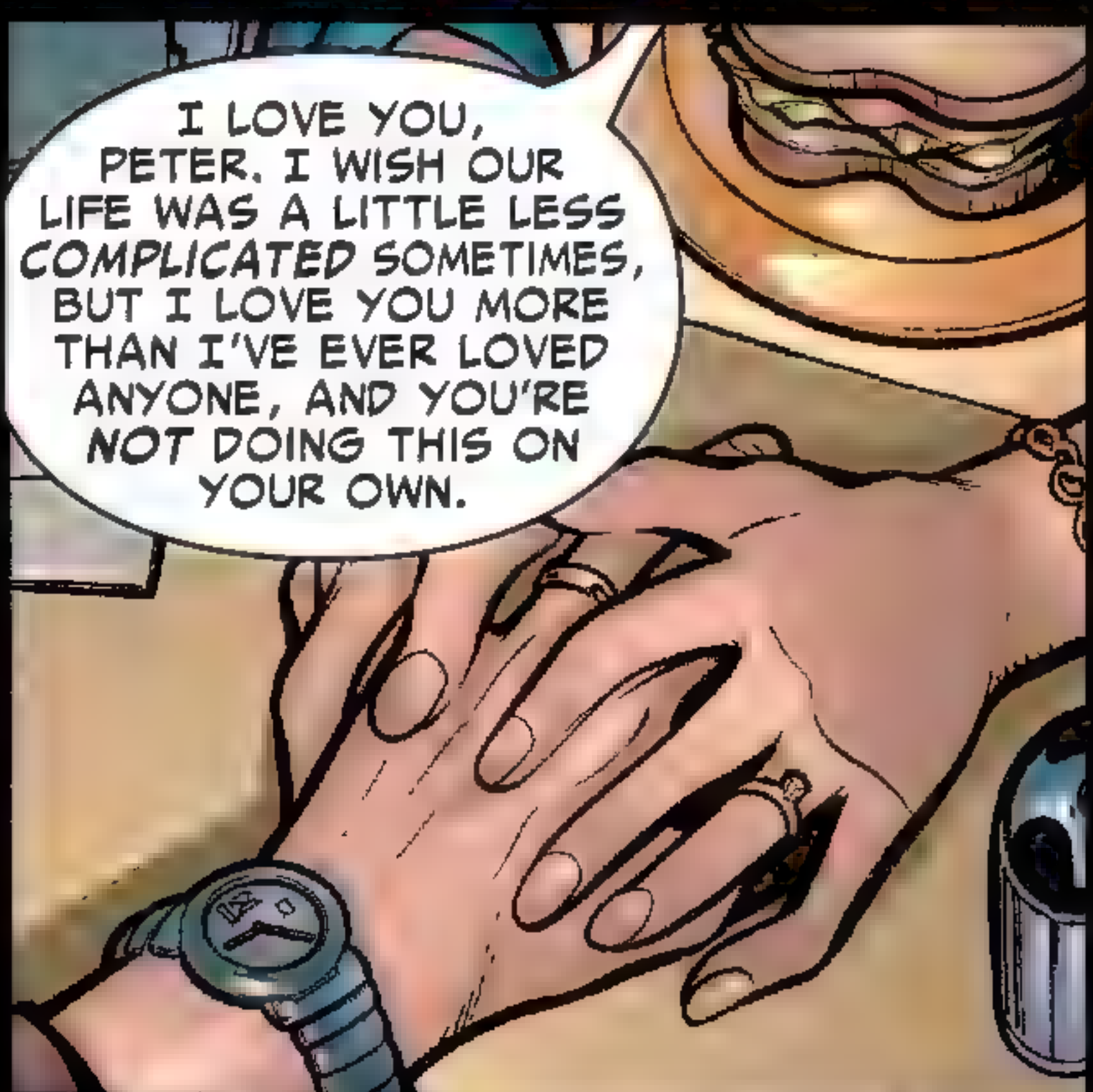
WELL, I DON'T WANT TO SCARE YOU, BUT YOU'VE GOT **TWENTY-EIGHT** ACTIVE SUPER-CRIMINALS OUT THERE. **STILL**, VENOM'S AT THE TOP OF MY LIST.



FELICIA CALLED AT THE CRACK OF DAWN AND SAID SOMETHING REALLY BIG WAS GOING ON **UPTOWN** TONIGHT, TOO.

SHE DIDN'T HAVE ANY SPECIFICS, BUT SAID THE SUPER-VILLAIN A-LIST WAS GETTING TOGETHER FOR SOME BIG AUCTION THING, AND GET THIS, **EDDIE BROCK** APPEARS TO BE AT THE HEART OF IT. **COINCIDENCE?**

I DON'T KNOW. I REALLY DON'T. I JUST WISH YOU'D ACTUALLY **LISTEN** TO ME FOR A CHANGE AND GET OUT OF **NEW YORK** RIGHT NOW.



I LOVE YOU, PETER. I WISH OUR LIFE WAS A LITTLE LESS **COMPLICATED** SOMETIMES, BUT I LOVE YOU MORE THAN I'VE EVER LOVED ANYONE, AND YOU'RE **NOT** DOING THIS ON YOUR OWN.



BESIDES, I'M **NOT COMPLETELY** HELPLESS HERE...

THAT BETTER NOT BE WHAT I **THINK** IT IS.



I'M NOT GOING TO END UP LIKE **GWEN**, TIGER. I KNOW YOU DON'T LIKE IT, BUT THAT'S JUST THE WAY IT IS.

Man, what can I say? She's being paranoid? Everything is really just hunky-dory and I'll always be there to protect her?

I couldn't protect Gwen, I couldn't protect Uncle Ben, and I couldn't even protect **AUNT MAY**...

Can I **BLAME** her for trying to avoid becoming yet another name in my growing list of **STATISTICS**?

MISTER JAMESON?

HOLY GEEZ! WHAT THE HELL ARE YOU DOING HERE?

I'M HERE FOR THE MONEY, SIR.

WHAT?

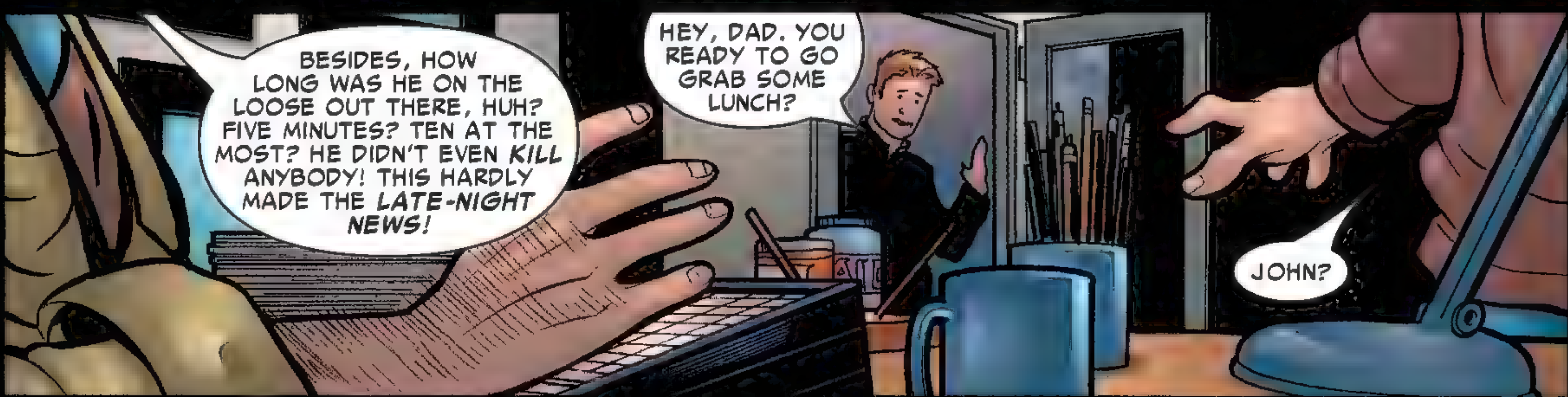
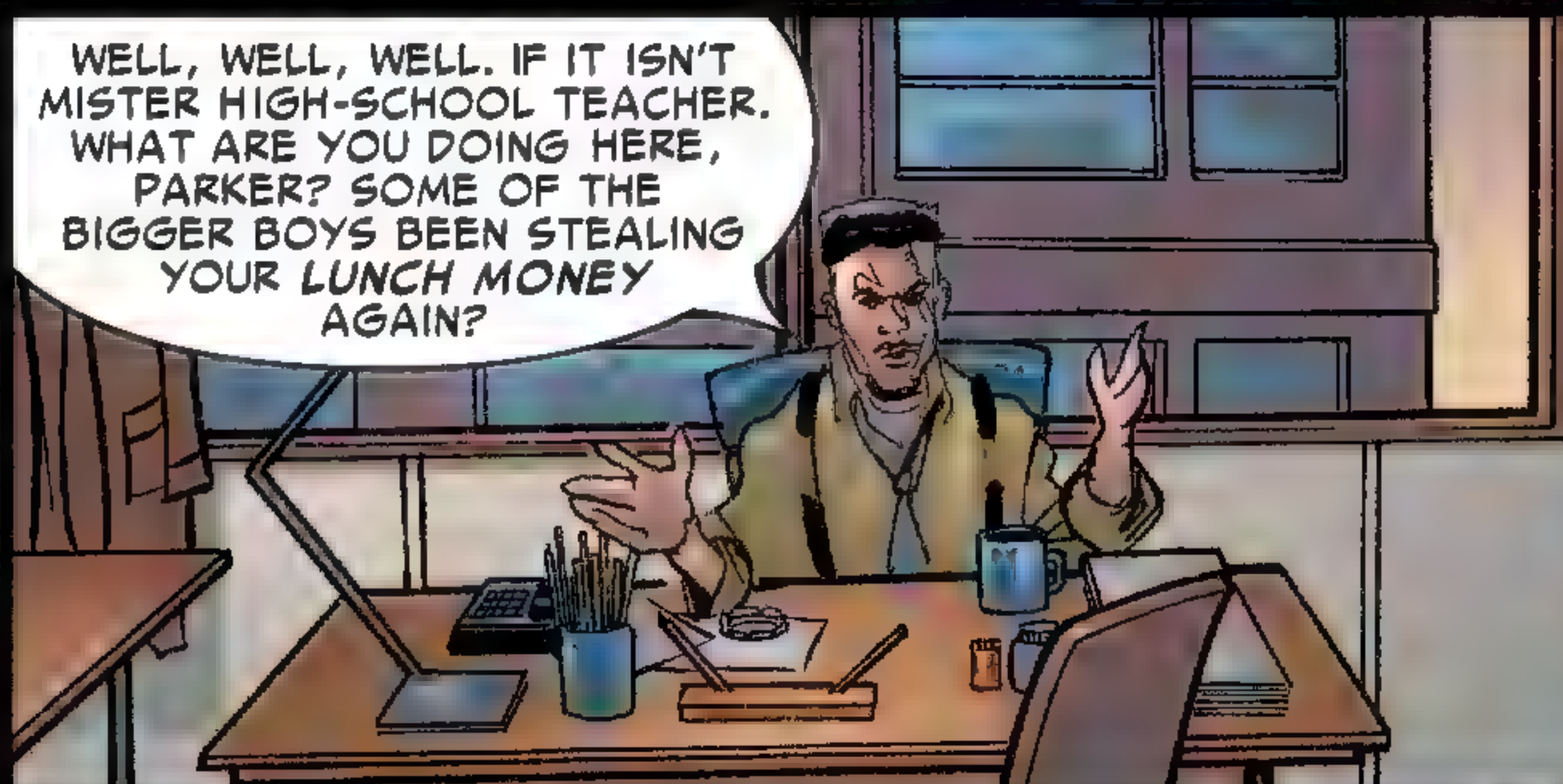
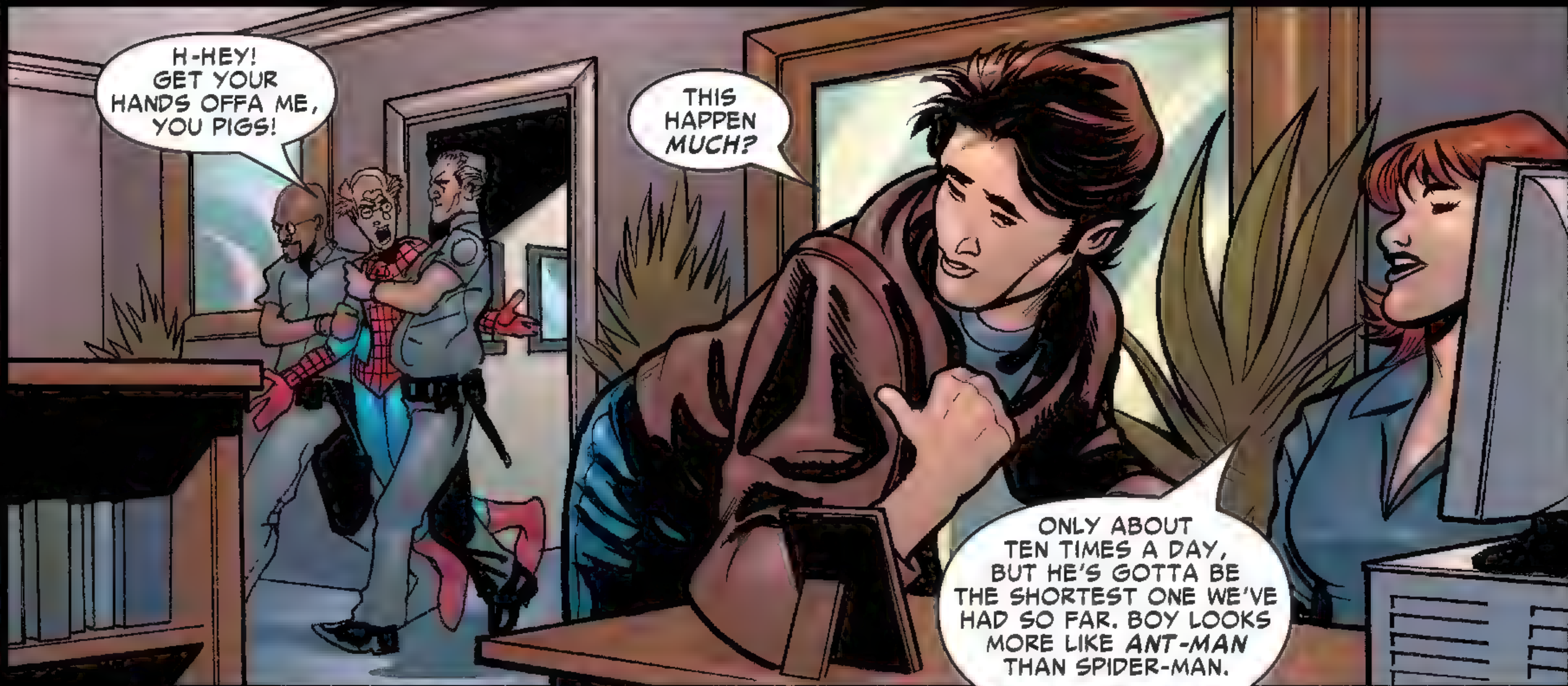
WELL, I'M KINDA TIGHT FOR CASH RIGHT NOW, AND I FIGURED IF ANYBODY DESERVED TO MAKE A LITTLE DOUGH FROM MY SECRET IDENTITY, IT MIGHT AS WELL BE ME, RIGHT?

ARE YOU SERIOUS?

EVERYBODY SELLS OUT SOONER OR LATER, AND LET'S FACE IT, MAN: FIGHTING THE LIZARD AND STUFF DON'T EXACTLY PAY THE **BILLS**, RIGHT?

THE NAME'S OTIS KINCAID, MISTER JAMESON, AND I'M THE CREDIT CONTROLLER OVER AT MARSH INSURANCE BROKERS. YOU'VE NO IDEA HOW GOOD IT FEELS TO GET THAT OFF MY CHEST AFTER ALL THESE YEARS.

SECURITY--IN MY OFFICE RIGHT AWAY, BOYS. WE GOT ANOTHER FRUIT-LOOP DRIBBLING ON THE CARPET.





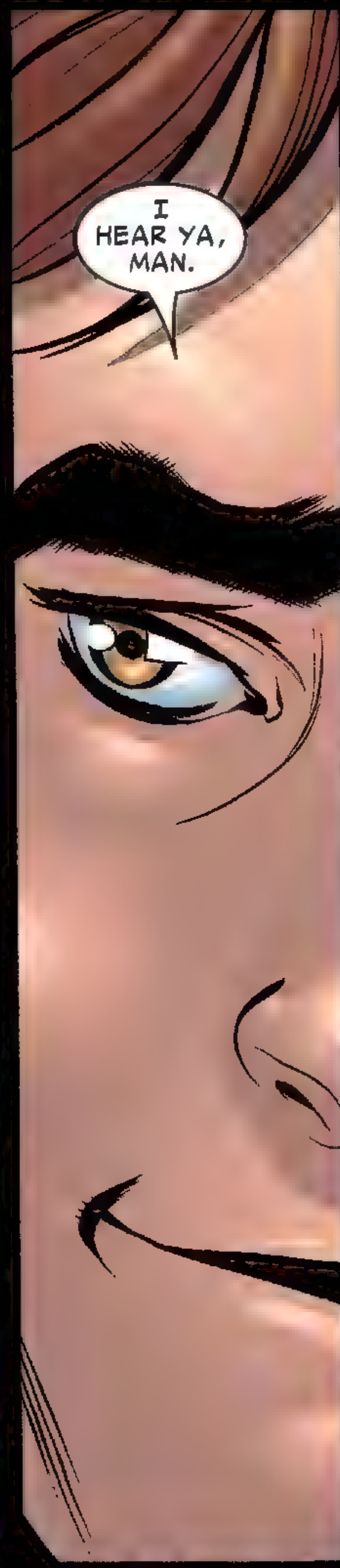
HEY, PETER.
HOW'S IT GOING,
MAN?

AH, NOT TOO
BAD. JUST TRYING
TO SQUEEZE A LITTLE
CASH OUT OF YOUR OLD MAN
AGAIN. YOU STILL WORKING
AT THE *DEPARTMENT OF
SOCIAL SERVICES* OVER
IN QUEENS?

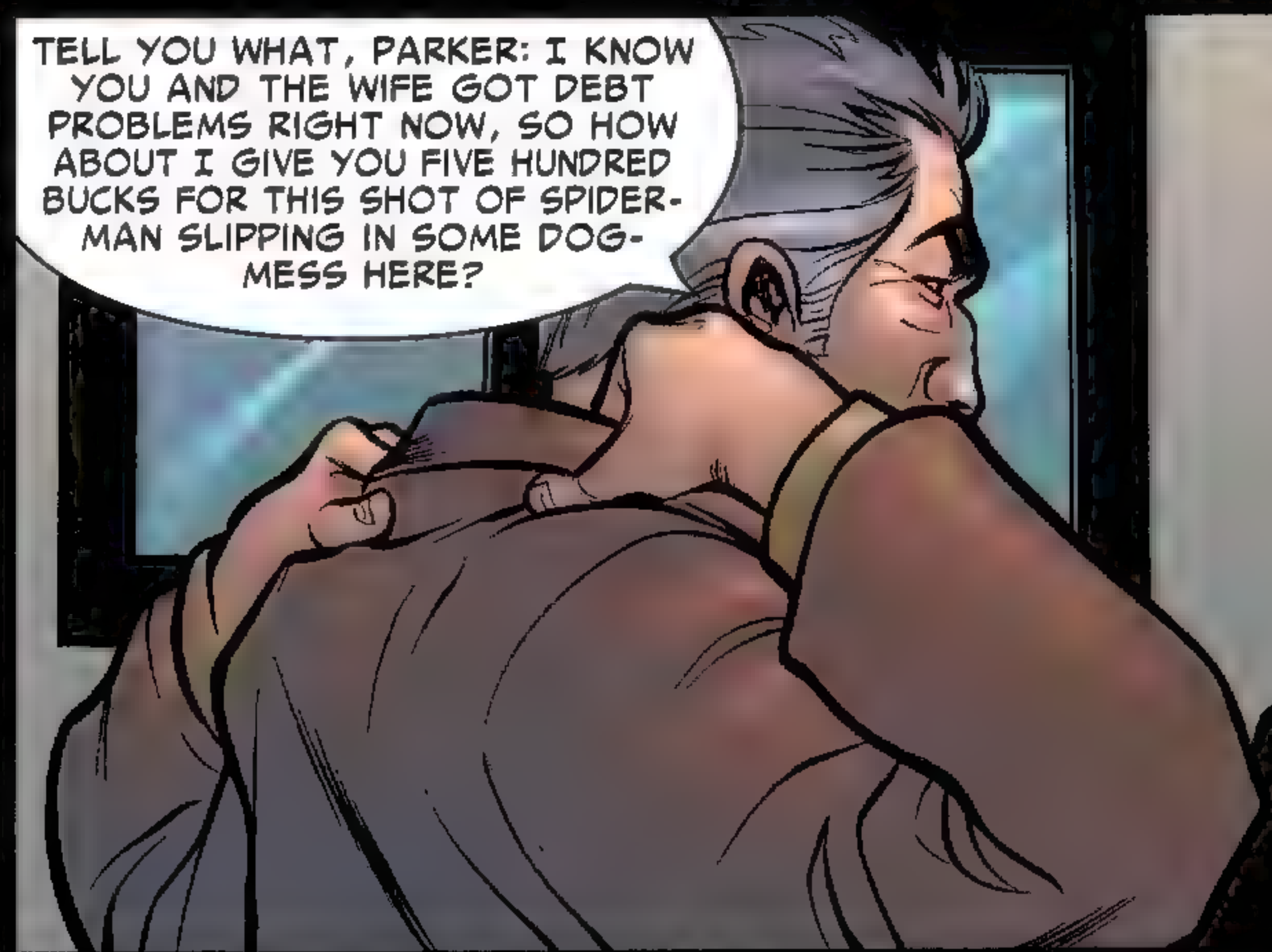


*ONLY TEMPORARILY,
PARKER. ONLY TEMPORARILY.*
JOHN-JOHN'S BEEN TALKING
TO HIS AIR-FORCE BUDDIES
ABOUT GOING UP IN A *PLANE*
AGAIN. AIN'T THAT RIGHT,
KID?

YEAH, WELL,
ONLY AS AN INSTRUCTOR,
BUT IT'D BE PRETTY COOL
TO GET MY *WINGS* BACK,
PETER. IT'S WEIRD USING
A SIDEWALK AGAIN WHEN
YOU'VE SPENT HALF YOUR
LIFE IN THE AIR.



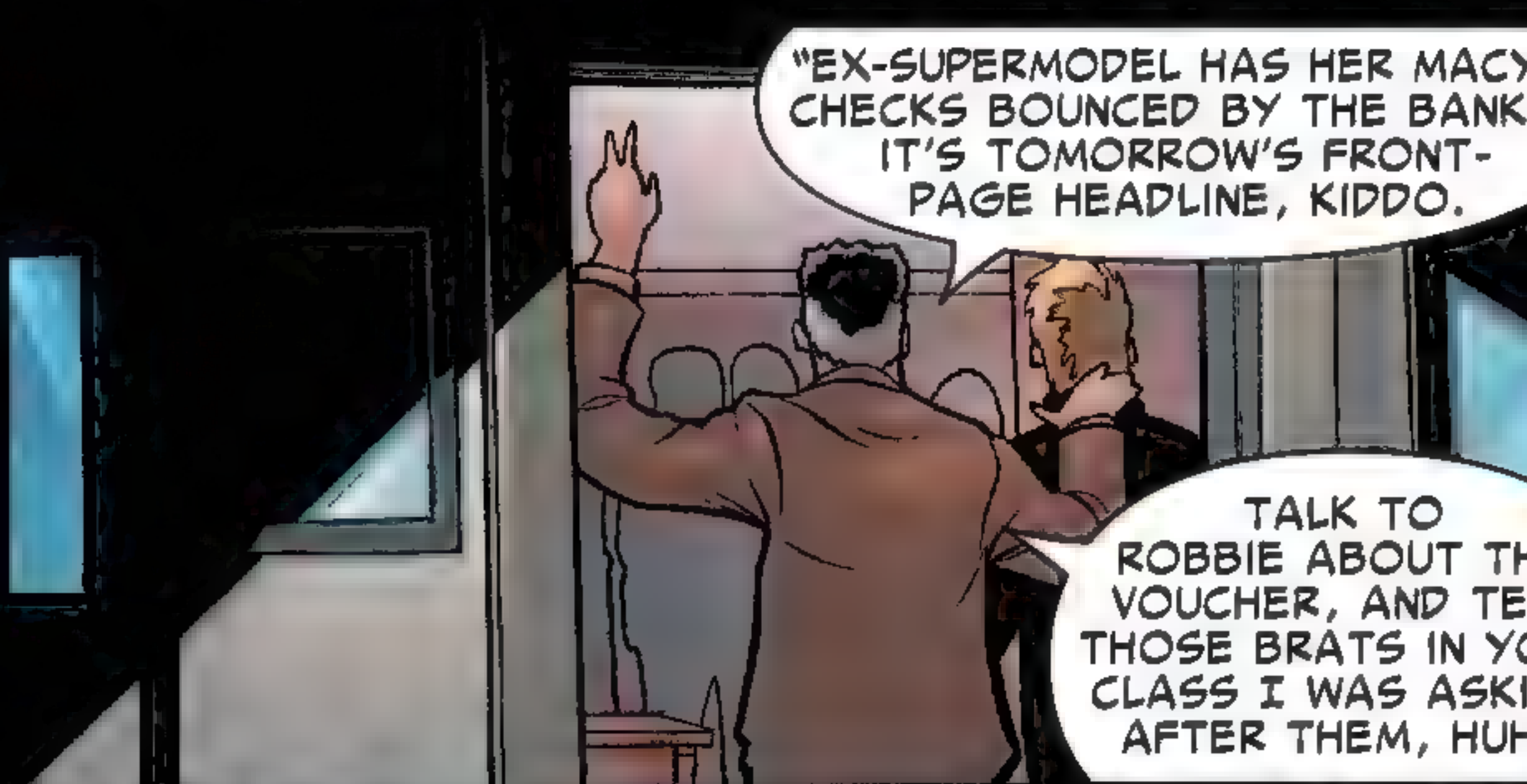
I
HEAR YA,
MAN.



TELL YOU WHAT, PARKER: I KNOW
YOU AND THE WIFE GOT DEBT
PROBLEMS RIGHT NOW, SO HOW
ABOUT I GIVE YOU FIVE HUNDRED
BUCKS FOR THIS SHOT OF SPIDER-
MAN SLIPPING IN SOME DOG-
MESS HERE?



WHAT? HOW DID
YOU KNOW ABOUT
OUR DEBT
PROBLEMS?



"EX-SUPERMODEL HAS HER MACY'S
CHECKS BOUNCED BY THE BANK"?
IT'S TOMORROW'S FRONT-
PAGE HEADLINE, KIDDO.

TALK TO
ROBBIE ABOUT THE
VOUCHER, AND TELL
THOSE BRATS IN YOUR
CLASS I WAS ASKING
AFTER THEM, HUH?



An anonymous billionaire
donates five million
dollars just to give me
GRIEF. This just gets
worse by the second.

My Aunt May is seventy-two years old. She pops twelve pills a day and has suffered three heart attacks in the last seven years.

OF COURSE she's dead, common sense whispers in my ear. The stress **ALONE** should have finished whatever that kidnapper started, but I have to keep going. I can't just **GIVE UP**.

I KNOW YOU KNOW I'M **DANGLING** HERE, OSBORN, SO YOU CAN STOP TRYING TO ANNOY ME.

ANNOYING YOU IS THE ONLY PLEASURE I'VE GOT LEFT IN LIFE, PARKER.

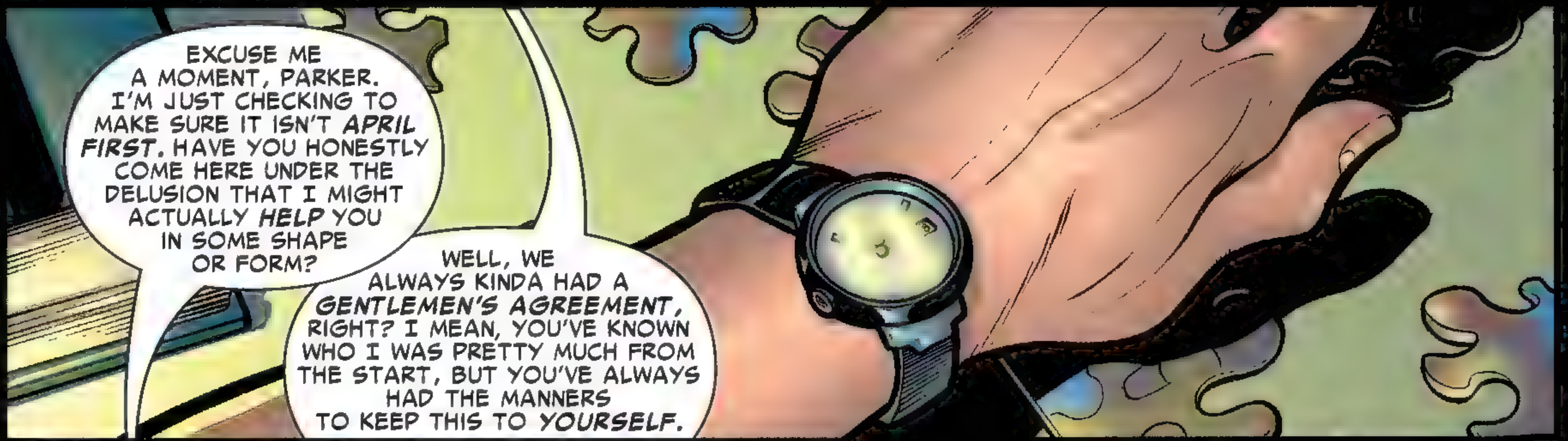
WHAT DO YOU WANT ANYWAY, BOY? CAN'T YOU SEE I'VE GOT PLACES TO GO AND PEOPLE TO SEE? I HOPE THIS DOESN'T HAVE ANYTHING TO DO WITH DEAR, OLD AUNT MAY AGAIN? SHE'S NOT **STILL MISSING**, IS SHE?

DON'T PUSH YOUR LUCK. IF IT WASN'T FOR THE LACK OF **GLOATING** YOU'D BE TOP OF MY LIST FOR THIS KIDNAPPING.

SO WHY DROP BY?

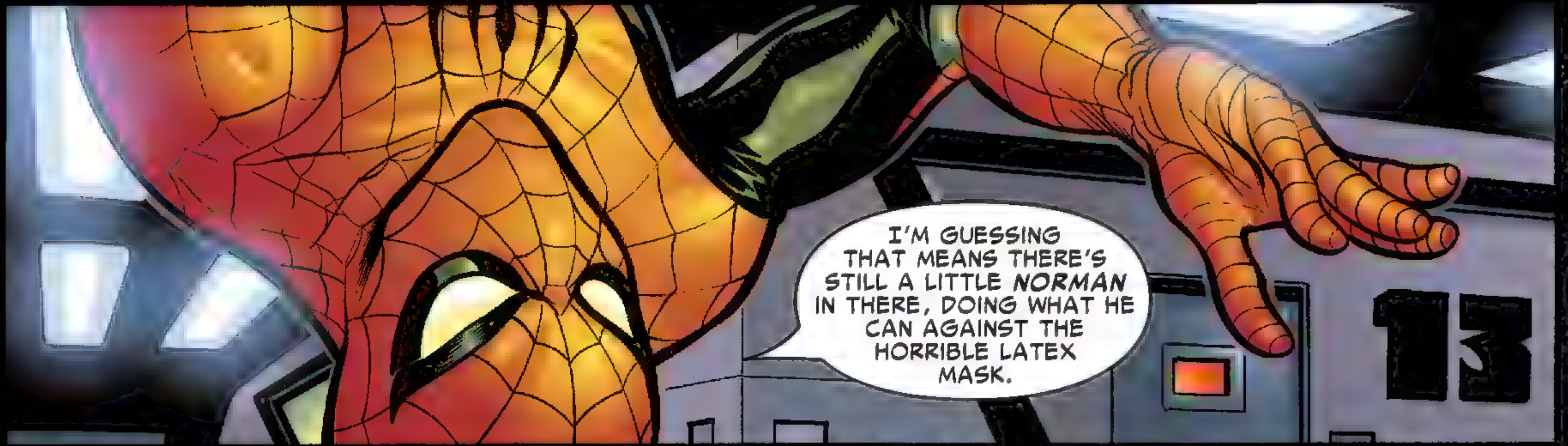
TO SEE IF YOU CAN SHED A LITTLE LIGHT ON WHAT HAPPENED TO HER. I'VE GONE OVER THE DETAILS A MILLION TIMES, AND STILL COME UP WITH NOTHING, BUT MAYBE THERE'S SOMETHING I'M MISSING HERE.

MAYBE I'M JUST TOO NORMAL TO SEE WHAT THIS GUY'S UP TO, BUT YOU'RE THE KING OF THE KOOKS, RIGHT? MAYBE YOU CAN FIGURE OUT WHY HE HASN'T BEEN BACK IN TOUCH.



EXCUSE ME A MOMENT, PARKER. I'M JUST CHECKING TO MAKE SURE IT ISN'T APRIL FIRST. HAVE YOU HONESTLY COME HERE UNDER THE DELUSION THAT I MIGHT ACTUALLY *HELP* YOU IN SOME SHAPE OR FORM?

WELL, WE ALWAYS KINDA HAD A *GENTLEMEN'S AGREEMENT*, RIGHT? I MEAN, YOU'VE KNOWN WHO I WAS PRETTY MUCH FROM THE START, BUT YOU'VE ALWAYS HAD THE MANNERS TO KEEP THIS TO *YOURSELF*.



I'M GUESSING THAT MEANS THERE'S STILL A LITTLE *NORMAN* IN THERE, DOING WHAT HE CAN AGAINST THE HORRIBLE LATEX MASK.



OH, PARKER. PARKER, PARKER, PARKER. JUST WHEN I THINK YOU CAN'T MAKE ME SMILE ANYMORE, YOU GO AND PULL SOME-THING LIKE THIS.

THIS IS SWEETER THAN HARRY MUMBLING AND STUMBLING OVER HIS FIRST FEW WORDS, IT REALLY IS. LET ME ANSWER THIS REQUEST WITH A VERY BRIEF ANECDOTE. HAVE YOU GOT A SECOND?



ABOUT A MINUTE AND A HALF, OSBORN.

ONE OF THE GUARDS IN HERE TRIED TO BEFRIEND ME RECENTLY--ALWAYS AS COURTEOUS AS THE OTHERS WERE RUDE, AND ALWAYS TRYING TO SNEAK ME LITTLE TREATS WITH WHATEVER I WAS HAVING FOR DINNER.

IT WAS OBVIOUS HE WANTED SOMETHING AND, AFTER A FEW DAYS, HE FINALLY SHOWED HIS HAND.

"HIS WIFE HAD BEEN VERY ILL FOR THE LAST SIX YEARS. SHE COULD HARDLY GET OUT OF BED IN THE MORNINGS AND JUST FELT WHAT SHE DESCRIBED AS A HORRIBLE TOOTHACHE FROM HEAD TO TOE.

"HER DOCTORS TESTED HER FOR EVERYTHING FROM CANCER TO MULTIPLE SCLEROSIS, BUT THE SCANS ALL CAME BACK NORMAL. ALL THE BLOOD TESTS WERE CLEAR AND YET THIS WOMAN JUST SEEMED TO GET WORSE AND WORSE.

"THUS, YOU CAN IMAGINE HIS EXCITEMENT WHEN ONE OF THE WORLD'S MOST PIONEERING AND RESPECTED BIOCHEMISTS WAS LODGED ON HIS BEAT BETWEEN THE GRIZZLY AND THAT MONOSYLLABIC RHINO.

"MIGHT I GIVE HIM SOME ADVICE, HE BEGGED? WOULD I SCRATCH HIS BACK LIKE HE'D SCRATCHED MINE? I WAS BORED, I TOLD HIM, AND HAD NOTHING ELSE TO DO. WHY NOT ENJOY THIS CHALLENGE?

"A POLAROID OF THE WOMAN'S IRIS CONFIRMED MY SUSPICION OF LYMPHATIC CONGESTION. MOST DOCTORS DISMISS THE AILMENT, BUT IT'S ALL VERY REAL AND PERHAPS BETTER KNOWN AS CHRONIC FATIGUE OR FIBROMYALGIA.

"I TOLD HIM I COULD CURE THIS QUITE EASILY. SHE DIDN'T EVEN NEED PRESCRIPTION DRUGS-- JUST A COMBINATION OF THINGS THEY'D HAVE AT HOME PLUS THE ELIMINATION OF CERTAIN YEAST AND DAIRY PRODUCTS."

WHAT HAPPENED?

WHAT DO YOU THINK HAPPENED? SHE GOT BETTER...

...FOR A LITTLE WHILE AT LEAST.

WHAT DO YOU MEAN?

"WELL, SHE STARTED GETTING PAINS IN HER KIDNEYS LAST WEEK AND THEN HER NEUROLOGICAL FUNCTIONS BEGAN BREAKING DOWN."

"BY THE WEEKEND, THE ORIGINAL PAIN WAS BACK TEN TIMES WORSE THAN IT EVER WAS, AND BY YESTERDAY MORNING, SHE'D GONE COMPLETELY BLIND."

ONE OF THE CLEANERS WAS TELLING ME THIS MORNING SHE GOT RUSHED INTO THE HOSPITAL LAST NIGHT AND NEEDS A MACHINE TO BREATHE NOW.

THE BAD NEWS IS SHE'S NEVER COMING OUT OF THIS COMA AND, OH DEAR ME, I DO BELIEVE THAT POOR LITTLE WIFE WILL BE PUSHING UP THE DAISIES BY THE END OF THE WEEK.

NOW ASK ME AGAIN FOR THIS FAVOR YOU WANTED, PARKER. ASK ME AGAIN FOR HELP AFTER LOCKING ME UP AND RUINING MY BUSINESS AND ENDANGERING MY LIFE TO THIS DEGREE.

OH, POOR BABY.

WHAT DO YOU MEAN ENDANGERING YOUR LIFE? YOU'RE IN A HIGH-SECURITY CELL. YOUR SKIN'S PRACTICALLY BULLET-PROOF.

ASK YOURSELF WHAT THEY WERE DOING WITH OTTO OCTAVIUS LAST NIGHT, PETER. ASK YOURSELF WHY ALL OF MY OFFICES ARE BEING BURGLARIZED RIGHT NOW.



I'm calling MJ every twenty minutes, but nothing's happening. An old friend named Liz Osborn was on the phone trying to talk her into a high-school reunion and it took nearly an hour to shake her off.

It must be **BEAUTIFUL** to have a normal life. I pause for a second and imagine what it must be like when your only concern is what to wear to an old school **GET-TOGETHER**.

What's Venom auctioning at this secret event uptown? Could it really be Aunt May? Could he really be behind all this?

Like anyone else who's exhausted all rational possibilities, I decide it's time I paid a visit to a **PSYCHIC**...

HELLO, PETER. WELCOME TO THE X-MANSION. YOU'RE JUST IN TIME FOR YOUR 8PM APPOINTMENT.



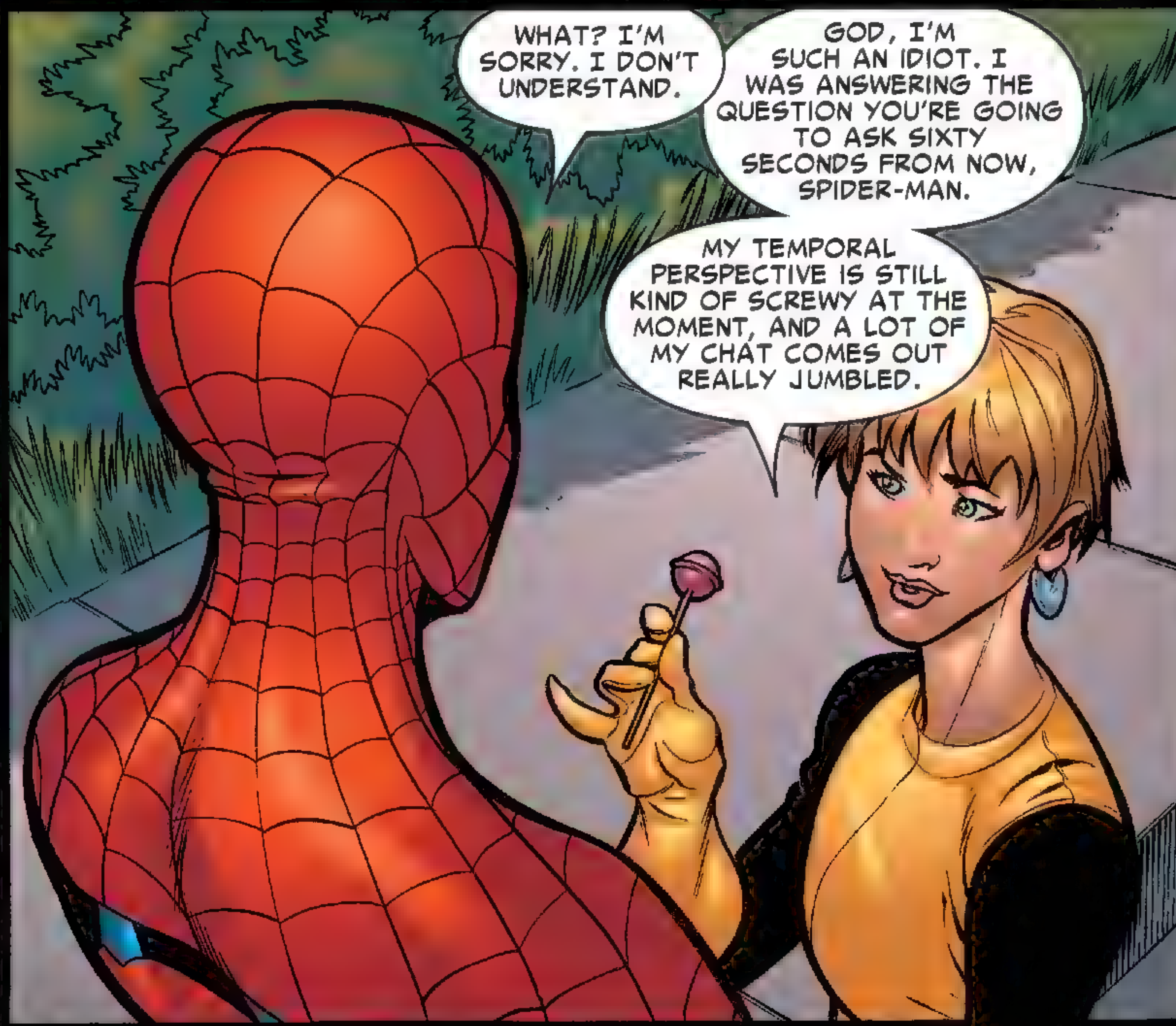
UH, WHO SAID MY NAME WAS "PETER"?

OH, I'M TERRIBLY SORRY. THE TEACHERS SAY IT'S VERY RUDE TO PEEK INSIDE SOMEONE'S HEAD WHENEVER THEY'RE WEARING THEIR MASK. PROMISE YOU WON'T TELL? I'LL BE IN BIG TROUBLE IF YOU DO.



DON'T WORRY ABOUT IT. I TAKE IT YOU'RE ONE OF THE, UH, **TELEPATHS** HERE, RIGHT? LIKE **JEAN GREY** USED TO BE?

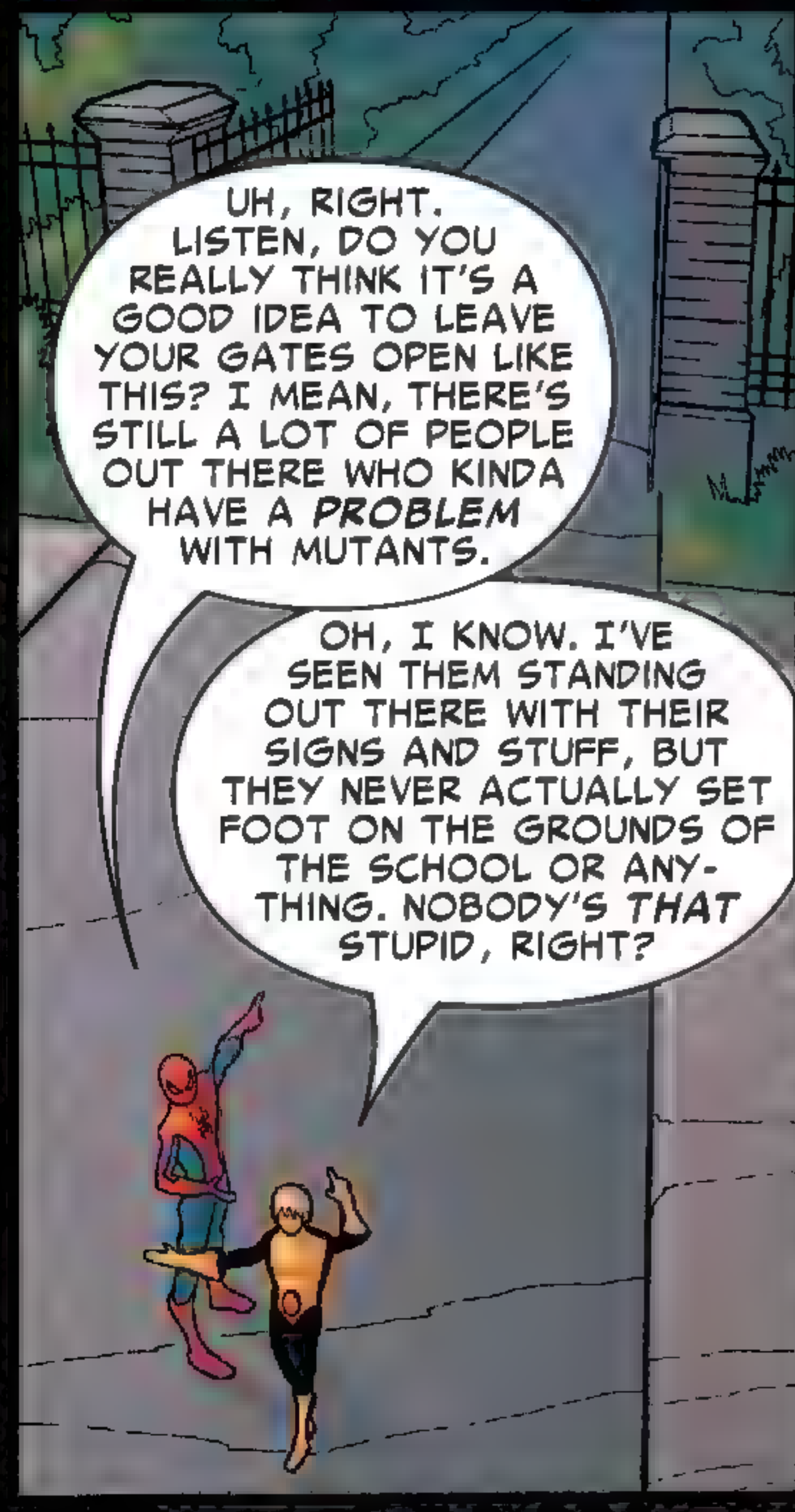
DON'T BE SILLY. WHY WOULD I BE OFFENDED? WOULD IT BOTHER YOU IF I CALLED YOU AND YOUR FRIENDS **HOMO SAPIENS**?



WHAT? I'M SORRY. I DON'T UNDERSTAND.

GOD, I'M SUCH AN IDIOT. I WAS ANSWERING THE QUESTION YOU'RE GOING TO ASK SIXTY SECONDS FROM NOW, SPIDER-MAN.

MY TEMPORAL PERSPECTIVE IS STILL KIND OF SCREWY AT THE MOMENT, AND A LOT OF MY CHAT COMES OUT REALLY JUMBLED.



UH, RIGHT. LISTEN, DO YOU REALLY THINK IT'S A GOOD IDEA TO LEAVE YOUR GATES OPEN LIKE THIS? I MEAN, THERE'S STILL A LOT OF PEOPLE OUT THERE WHO KINDA HAVE A PROBLEM WITH MUTANTS.

OH, I KNOW. I'VE SEEN THEM STANDING OUT THERE WITH THEIR SIGNS AND STUFF, BUT THEY NEVER ACTUALLY SET FOOT ON THE GROUNDS OF THE SCHOOL OR ANYTHING. NOBODY'S THAT STUPID, RIGHT?



I HOPE YOU DON'T MIND ME USING THE WORD "MUTANT", BY THE WAY. I'M NOT REALLY SURE WHAT THE POLITICALLY CORRECT WORD IS THESE DAYS. IT KINDA CHANGES ALL THE TIME.

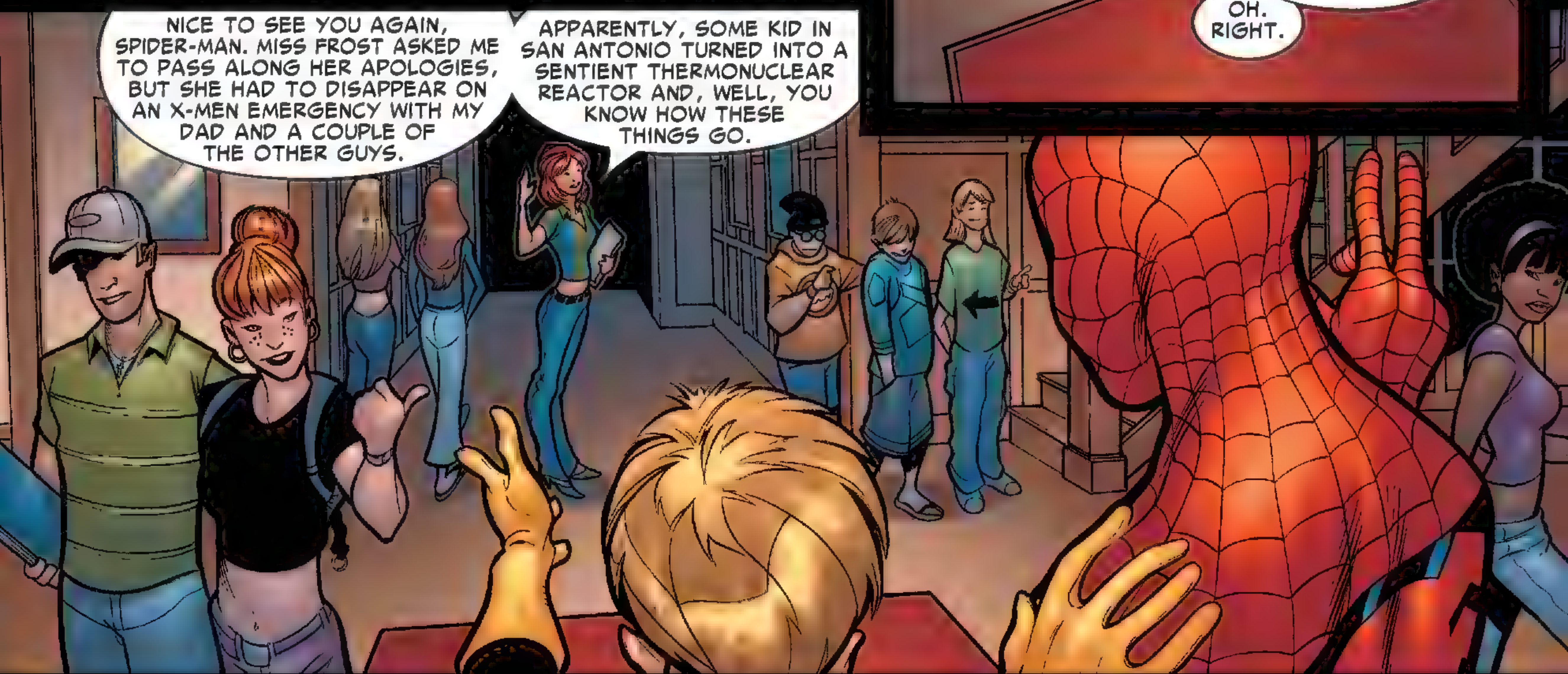
DON'T BE SILLY. WHY WOULD I BE OFFENDED? WOULD IT BOTHER YOU IF I CALLED YOU AND YOUR FRIENDS HOMO SAPIENS?



UH, NO. I GUESS NOT.

THAT WAS THE QUESTION I WAS ANSWERING EARLIER, BY THE WAY.

OH. RIGHT.



NICE TO SEE YOU AGAIN, SPIDER-MAN. MISS FROST ASKED ME TO PASS ALONG HER APOLOGIES, BUT SHE HAD TO DISAPPEAR ON AN X-MEN EMERGENCY WITH MY DAD AND A COUPLE OF THE OTHER GUYS.

APPARENTLY, SOME KID IN SAN ANTONIO TURNED INTO A SENTIENT THERMONUCLEAR REACTOR AND, WELL, YOU KNOW HOW THESE THINGS GO.



I'M RACHEL SUMMERS, IN CASE YOU'VE FORGOTTEN, AND I'M AS QUALIFIED AS EMMA TO HELP YOU WITH THIS MISSING PERSONS THING.

WOW. ANYBODY EVER SAY YOU LOOK A LOT LIKE...

JEAN GREY? ACTUALLY, I'M HER DAUGHTER FROM A PARALLEL FUTURE TIMELINE. SHE AND CYCLOPS ARE MY BIRTH-PARENTS, BUT THAT REALITY DOESN'T EXIST ANYMORE SO I MOSTLY JUST HANG OUT HERE THESE DAYS.



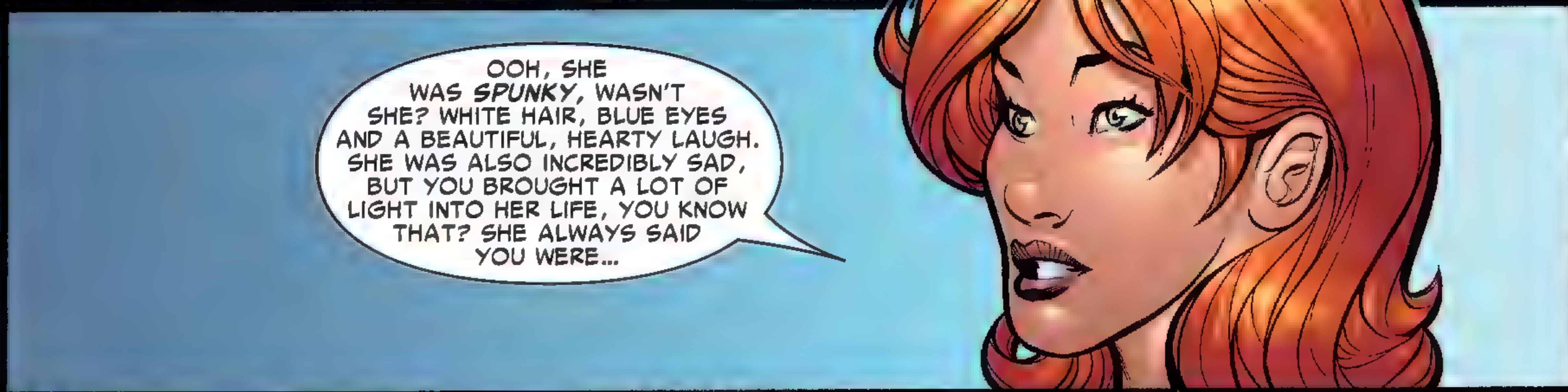
YOU KNOW WHAT? NEXT TIME SOMEBODY SAID ALL MY CLONES WERE FAR-FETCHED, I'M GOING TO SEND THEM OVER HERE.

HA! YOU'RE FUNNY.

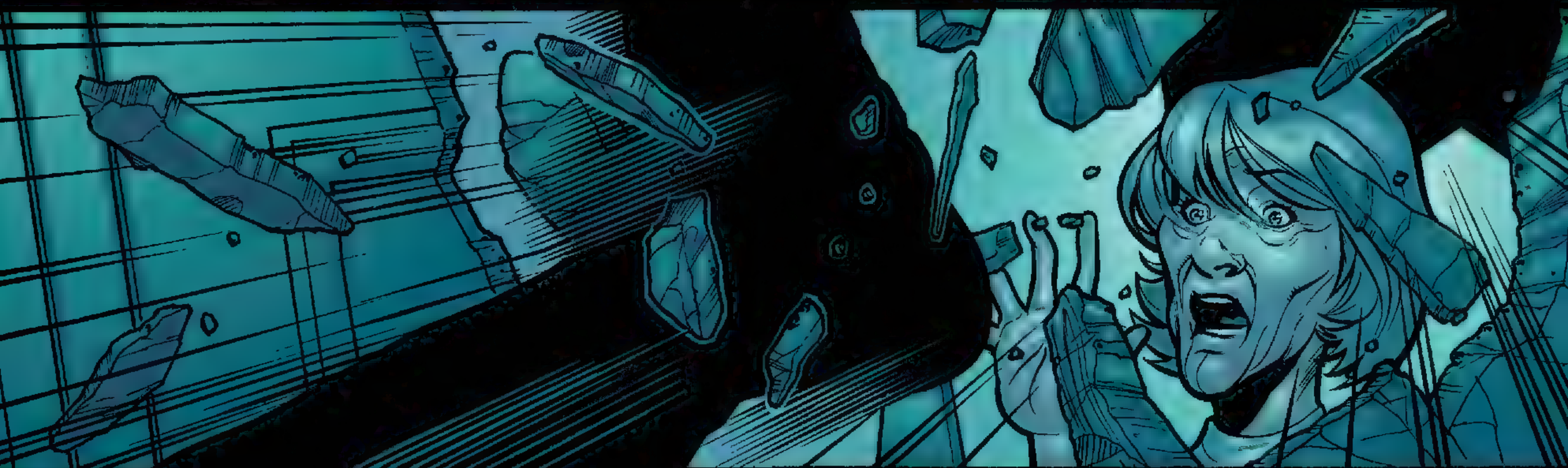


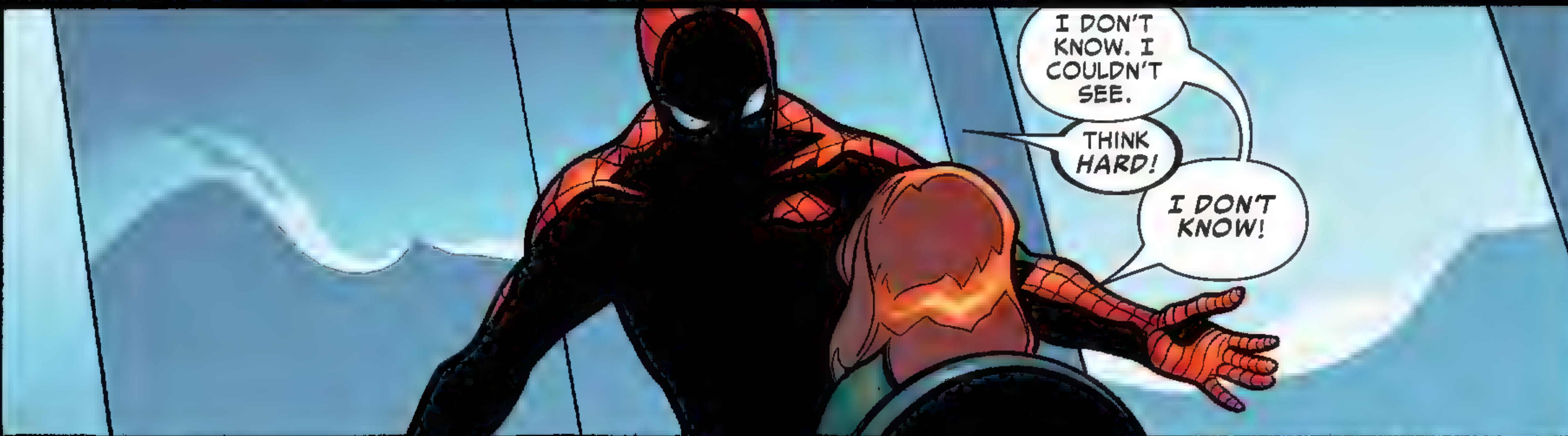
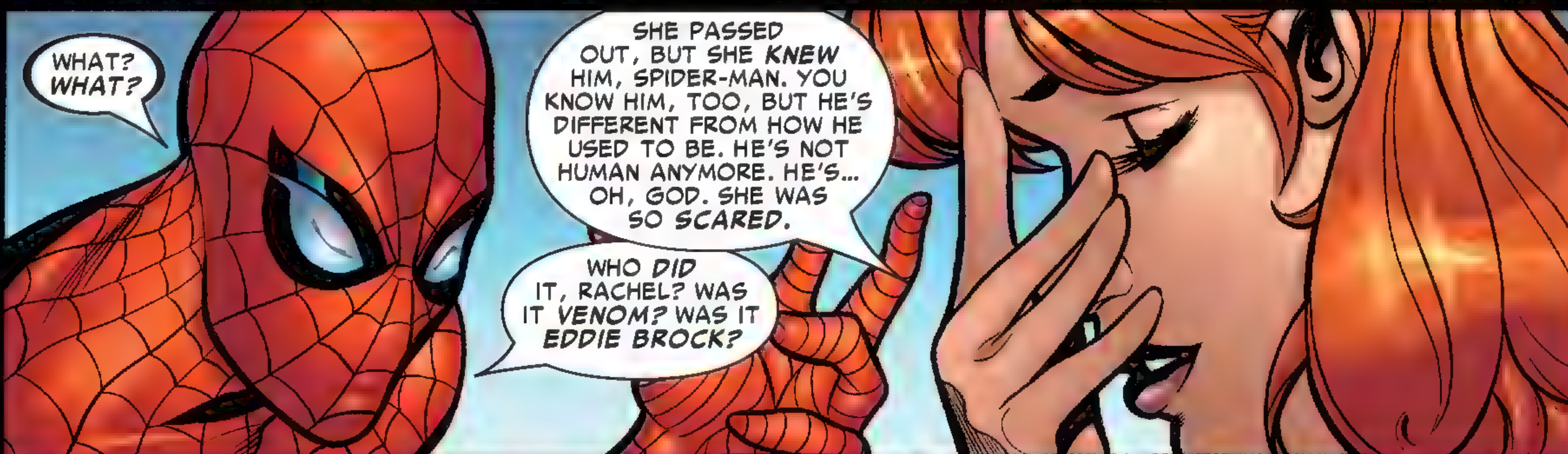
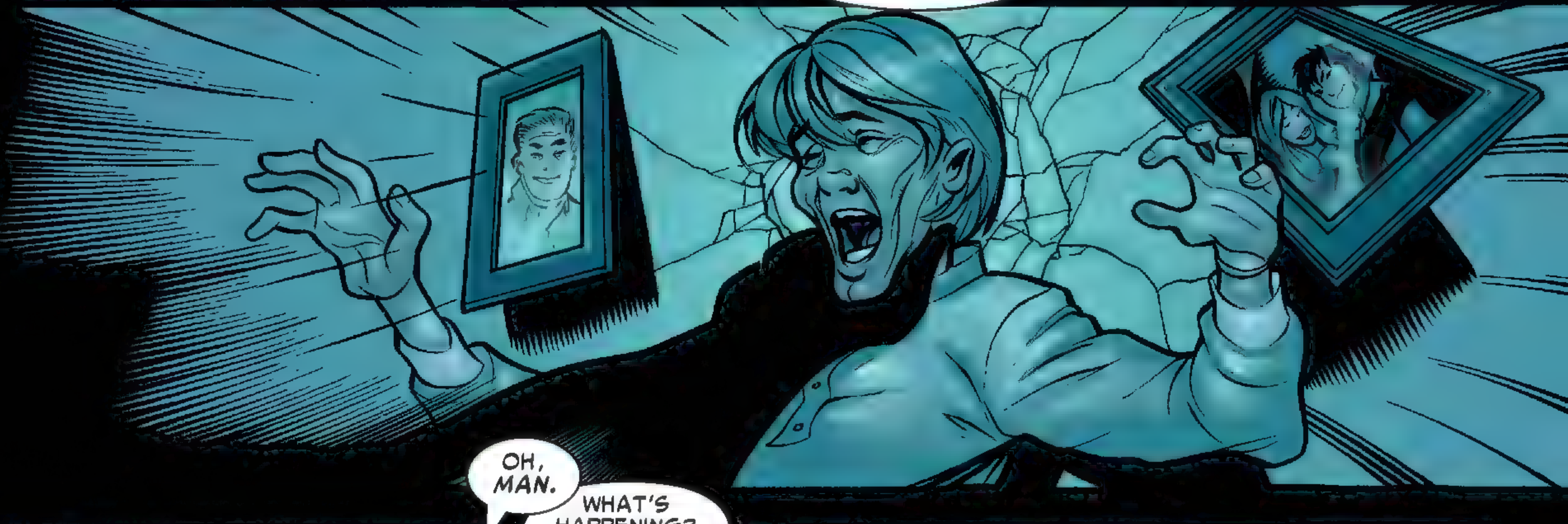
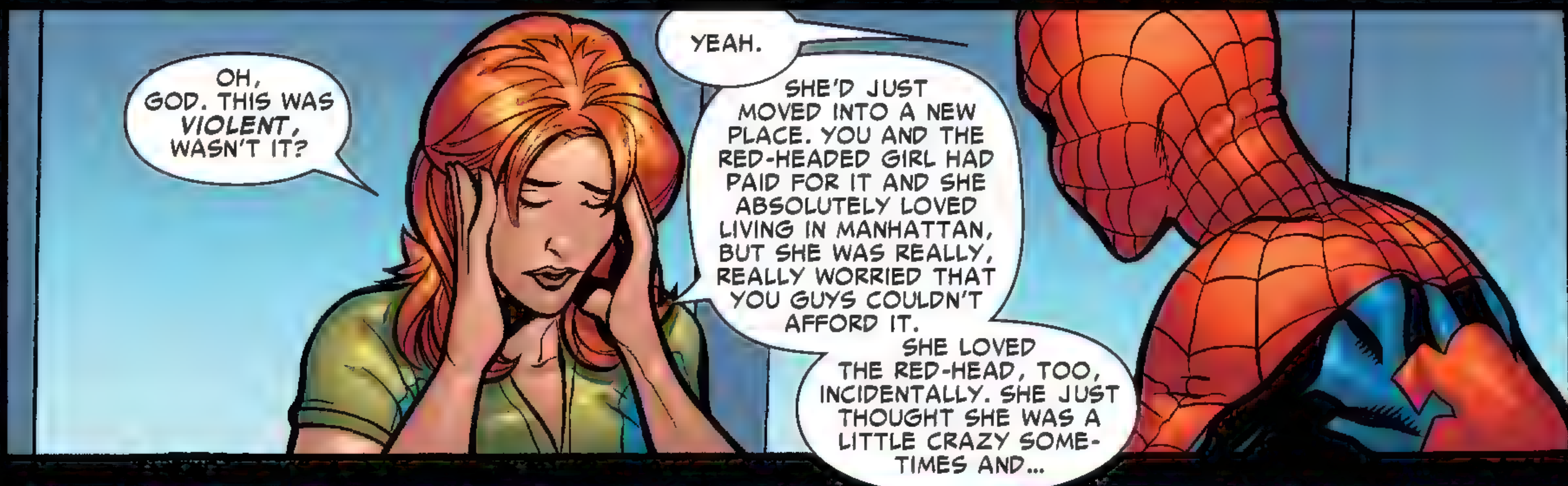
DID YOU REMEMBER THE PIECE OF JEWELRY WE ASKED YOU TO BRING? JEWELRY SEEMS TO WORK BEST WHEN WE'RE TRYING TO FIND A WOMAN FOR SOME REASON. NOBODY REALLY KNOWS WHY.

UH, SURE. I GOT HER OLD ENGAGEMENT RING HERE...



OOH, SHE WAS SPUNKY, WASN'T SHE? WHITE HAIR, BLUE EYES AND A BEAUTIFUL, HEARTY LAUGH. SHE WAS ALSO INCREDIBLY SAD, BUT YOU BROUGHT A LOT OF LIGHT INTO HER LIFE, YOU KNOW THAT? SHE ALWAYS SAID YOU WERE...



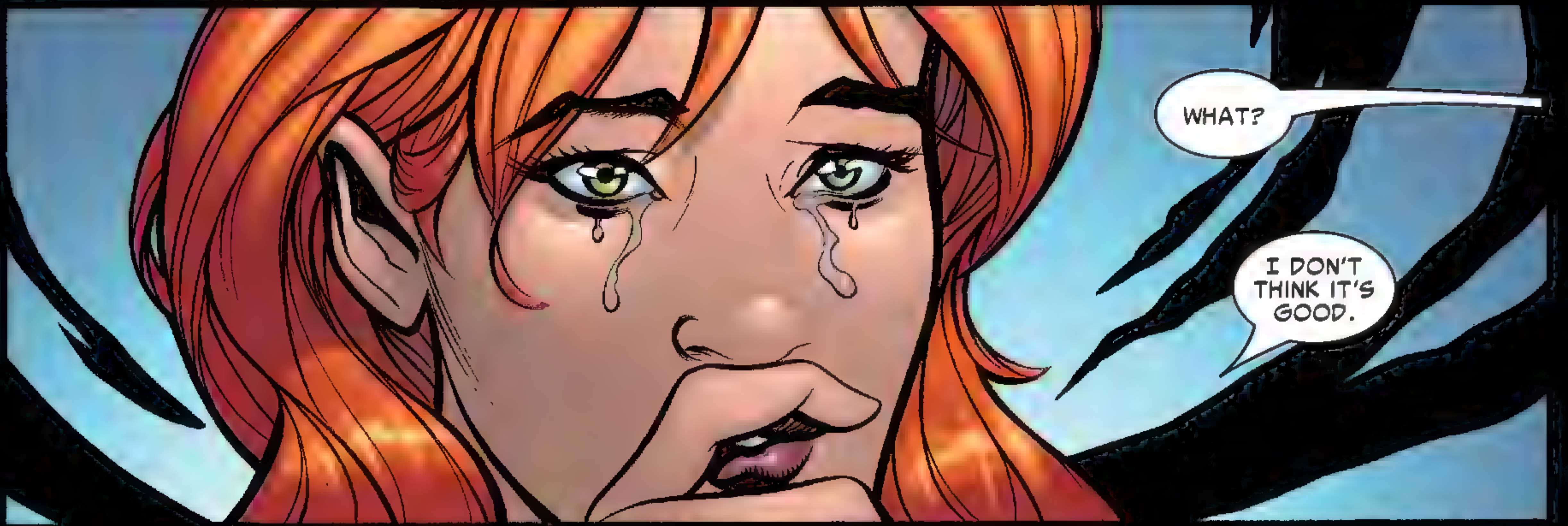




OKAY, TRY TO FIGURE OUT WHERE SHE IS NOW. PLEASE. TRY TO FIGURE OUT WHERE THIS GUY TOOK HER...

I'M THINKING, I'M THINKING. THIS ISN'T THE KIND OF STUFF I USUALLY DO. PROFESSOR X WAS THE ONE WHO SPECIALIZED IN MISSING PERSONS, BUT I'M DEFINITELY GETTING SOME INFORMATION HERE.

IT'S VAGUE. I MEAN, THIS RING MUST BE REALLY OLD, BUT...



WHAT?

I DON'T THINK IT'S GOOD.



WHAT DO YOU MEAN, YOU DON'T THINK IT'S GOOD? THE INFORMATION ISN'T GOOD? IS IT BAD NEWS?

I'M NOT SURE YOU WANT TO HEAR THIS, SPIDER-MAN...



PLEASE!

JUST TELL ME WHAT YOU'RE SEEING HERE, RACHEL!



I THINK
YOUR AUNT MAY'S
DEAD...

Elsewhere:

HEY, SADIE. THAT'S A BEAUTIFUL COAT YOU GOT THERE, SWEETHEART. IS THAT **TIGER SKIN**? I BEEN ASKING YOUR FRIEND THE SANDMAN HERE TO GET ME ONE OF THOSE THINGS FOR YEARS.

OH, THIS AIN'T NO **ANIMAL SKIN**, JOANNIE. ME AND MORRIE WOULD **NEVER** SUPPORT WHAT THEY BEEN DOING TO THOSE BEAUTIFUL BEASTS OUT THERE IN AFRICA AND ENGLAND AND STUFF.

NO, THIS LITTLE BEAUTY USED TO BE ONE OF THE **AVENGERS**.

WHAT?

DON'T YOU REMEMBER **TIGRA**? THE CUTE CAT-GIRL WITH THE BIG, GREEN EYES? KRAVEN THE HUNTER SOLD US THIS FOR A HUNDRED-THOUSAND BUCKS THE WEEK BEFORE CHRISTMAS.

YOU HEAR THAT, FLINT? A HUNDRED-THOUSAND BUCKS. AND YOU KNOW WHAT ELSE HE'S GONNA MAKE FOR US? A LIZARD-SKIN HANDBAG OUTTA THAT LUNATIC CURT CONNORS. WHAT DO YOU THINK OF THAT, BIG SHOT?

AH, KRAVEN'S KID'S AS PHONY AS HIS OLD MAN, MORRIE.

WHAT ARE YOU TRYING TO SAY, HUH?

JUST THAT THAT AIN'T **TIGRA** OVER THERE. **TIGRA**'S BEEN LIVING IN L.A. FOR THE LAST SIX MONTHS. SHE TEAMED UP WITH WONDER MAN AGAINST **BOOMERANG** JUST A FEW WEEKS AGO.

OH, YEAH. AND YOU'RE SUCH AN EXPERT ON **TIGRA**, RIGHT?

BOOMERANG'S MARRIED TO MY COUSIN, YOU MORON. SHE HAD HIM BANGED UP AT THE END OF LAST MONTH AND STILL LOOKED PRETTY HAIRY IN HER NEWSPAPER PHOTOGRAPHS.



WHAT?

LISTEN, SADIE,
BEFORE YOU GO
NUTS HERE...

YOU LIKE
MAKING ME LOOK
STUPID, MORRIE? BECAUSE
THAT'S WHAT YOU'VE
DONE, YOU IDIOT.

NOW YOU
GET IN THERE AND
BUY ME THIS **COSTUME**
THEY'RE AUCTIONING
OR I'LL...

HEY, MISTER FORTUNATO?
WHAT ARE YOU DOING HERE,
MAN? YOU THINKING ABOUT
GETTING INTO THE WHOLE
COSTUME THING AFTER
ALL THESE YEARS?

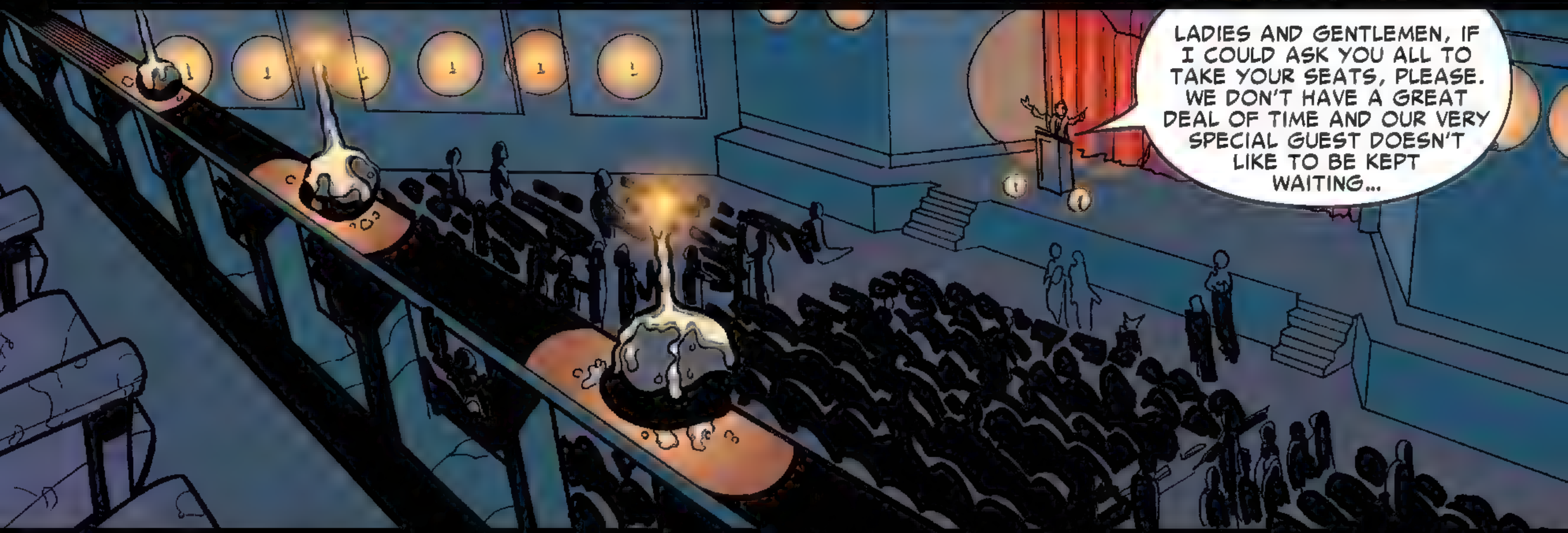
AH, I NEVER
HAD THE LEGS FOR
THE OLD SPANDEX,
HERMAN. I'M JUST HERE
TO PUT IN A BID AND SEE
IF THIS SUPER-VILLAIN
SUIT COULD MAYBE MAKE
SOMETHING OF MY BOY
ANGELO HERE.

YOU SEEN
THIS LITTLE WASTE
OF SPACE? YOU BELIEVE
IT'S FROM THE SAME FINE
WOMB THAT GAVE ME
MY BEAUTIFUL
GIACOMO?

WHAT ABOUT YOU? WHAT
YOU NEED TO BUY A NAME
AND A **COSTUME** FOR? YOU
BEEN THE SHOCKER AS LONG
AS GREEN GOBLIN'S
BEEN AROUND.

THAT'S EXACTLY
THE POINT. ALL THOSE
YEARS AND ALL THOSE JOBS
AND I **STILL** NEVER MADE
MUCH IMPACT.

I'M HERE TO
BUY MYSELF A LITTLE
RESPECTABILITY.



LADIES AND GENTLEMEN, IF
I COULD ASK YOU ALL TO
TAKE YOUR SEATS, PLEASE.
WE DON'T HAVE A GREAT
DEAL OF TIME AND OUR VERY
SPECIAL GUEST DOESN'T
LIKE TO BE KEPT
WAITING...



YOU ALL KNOW ME. YOU ALL KNOW MY REPUTATION WHEN IT COMES TO SUPPLYING HIGH-QUALITY WEAPONS, NAMES AND COSTUMES.

SO BELIEVE ME WHEN I SAY THAT WHAT I HAVE FOR YOU TONIGHT JUST OUTCLASSES ANYTHING WE EVER SOLD ON THE MARKET BEFORE.



THIS IS NOT THE BEETLE MOVING ON AND SELLING UP. THIS IS NOT THE LOOTER TRYING TO MAKE A LITTLE CASH.

THIS IS A CLASS ONE SUPER-CRIMINAL WHO'S BEEN FEATURED ON THE FBI'S MOST WANTED MORE CONSISTENTLY THAN ANYONE OUTSIDE MAGNETO, RED SKULL, OR VICTOR VON DOOM HIMSELF.



WE LIVE IN A VERY DANGEROUS WORLD, MY FRIENDS. OUR CHOSEN PROFESSION HAS BECOME INCREASINGLY COMPETITIVE AND I DO NOT HAVE TO REMIND YOU ABOUT THE SCARS INFLECTED ON THE VULTURE THESE LAST FEW DAYS.

PURELY A BUSINESS DECISION, MY DEAR TINKERER. PURELY A BUSINESS DECISION.



WHAT I'M OFFERING YOU TONIGHT IS AN OPPORTUNITY TO PROTECT YOURSELVES LIKE YOU NEVER HAVE BEFORE. WHAT I'M OFFERING YOU NOW IS A ONCE-IN-A-LIFETIME SHOT AT THE MAJOR LEAGUES...



LADIES AND GENTLEMEN, TONIGHT'S AUCTION IS FOR VENOM HIMSELF.



WHAT ARE YOU TALKING ABOUT? THAT AIN'T VENOM!

NO, MISTER MARKO, THIS GENTLEMAN IS EDDIE BROCK, VENOM'S HUMAN HOST. MISTER BROCK AND VENOM COEXIST IN A STRANGE, SYMBIOTIC RELATIONSHIP WHERE EACH PARTY REQUIRES THE OTHER TO SURVIVE.

VENOM, AS YOU MAY HAVE HEARD, IS A SUPER-POWERED, ALIEN PARASITE. MISTER BROCK, UNFORTUNATELY, HAS CANCER AND WOULDN'T LIVE SIX MONTHS WERE HE DISCONNECTED FROM THIS OPPORTUNISTIC ORGANISM.



SO WHY ARE WE HERE?

BECAUSE, MY OLD FRIEND, MISTER BROCK HAS SEEN A CERTAIN MEL GIBSON MOVIE, WHICH, HE SAYS, HAS CHANGED HIS LIFE FOREVER, AND NOW HE WISHES TO EXORCISE THIS BEAST FROM HIS HEART.

HE'S HAD A CRISIS OF FAITH, IT SEEMS, AND TELLS ME THAT HE'S READY TO SUFFER THE CONSEQUENCES OF HIS ILLNESS NOW. HE'S GIVING THE ALIEN UP TO WHOEVER MAKES THE MOST GENEROUS OFFER.

AUCTIONING A PSYCHOTIC KILLER TO A GANG OF SUPER-VILLAINS? THAT DOESN'T SOUND TOO CHRIST-LIKE. WHAT ARE YOU DOING, BROCK? GIVING THE PROCEEDS TO CHARITY?

THAT'S EXACTLY WHAT I'M DOING, MYSTERIO. THE PIECE OF TRASH WOULD ONLY FIND A NEW HOST ANYWAY, AND AT LEAST THIS WAY ALL THAT DIRTY MONEY YOU GUYS BID GOES TO A GOOD CAUSE.

WELL SAID, MISTER BROCK.

NATURALLY, YOU'LL WANT TO CHECK THE GOODS BEFORE YOU MAKE A BID, SO I'D LIKE TO WARN ANY EPILEPTICS IN THE AUDIENCE TO LOOK AWAY FOR A SECOND AS OUR FRIEND HERE GETS INTO CHARACTER.

WHENEVER YOU'RE READY, MISTER BROCK?

JEEZUS!

I THINK I'M GONNA HEAVE...





EXCELLENT.

NOW LET'S
START THE BIDDING
AT TEN MILLION
DOLLARS, SHALL
WE?

VENOMOUS

PART TWO
OF FOUR



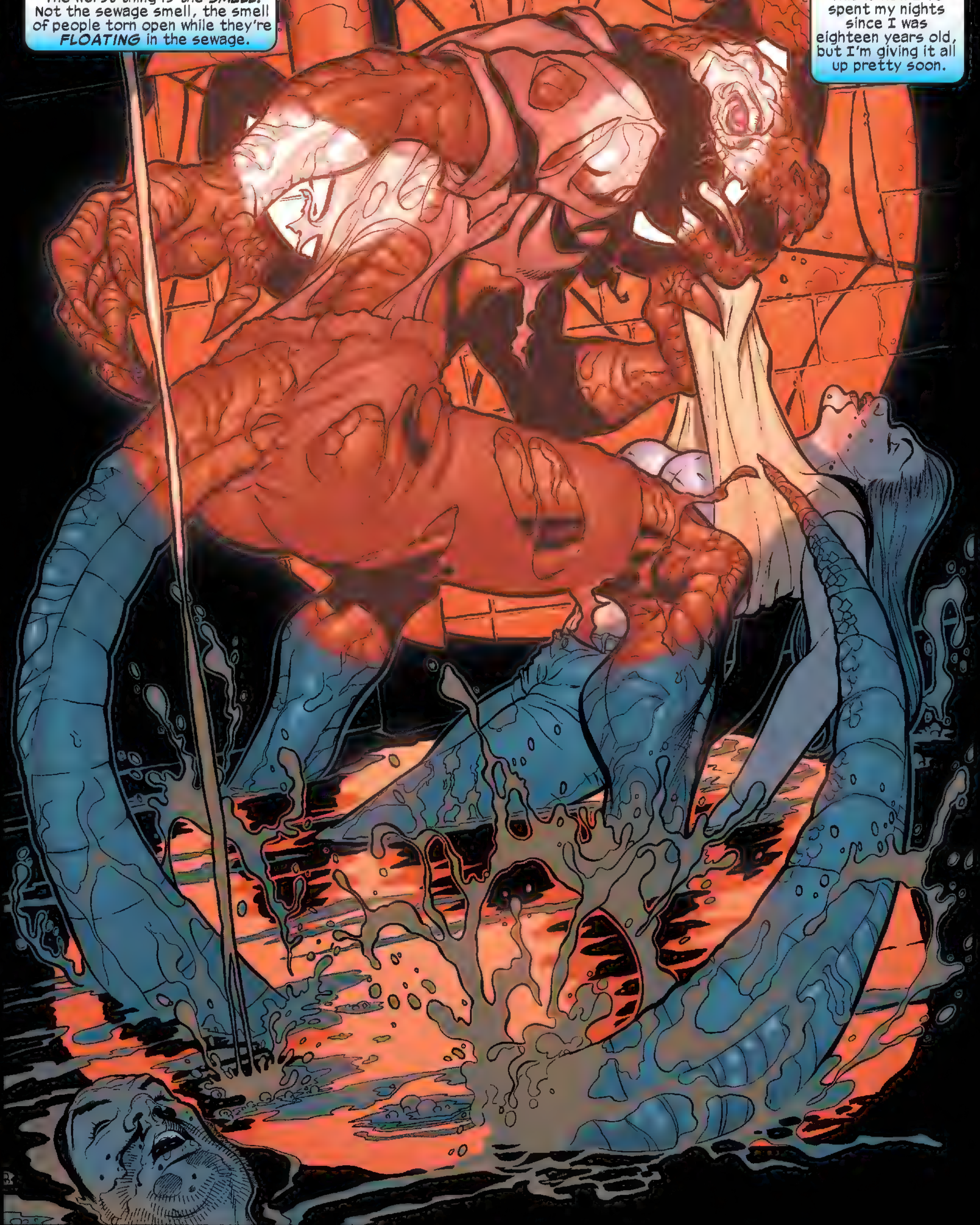
MARVEL KNIGHTS SPIDER-MAN #7
TERRY DODSON, RACHEL DODSON & LAURA MARTIN

VENOMOUS

PART THREE
OF FOUR

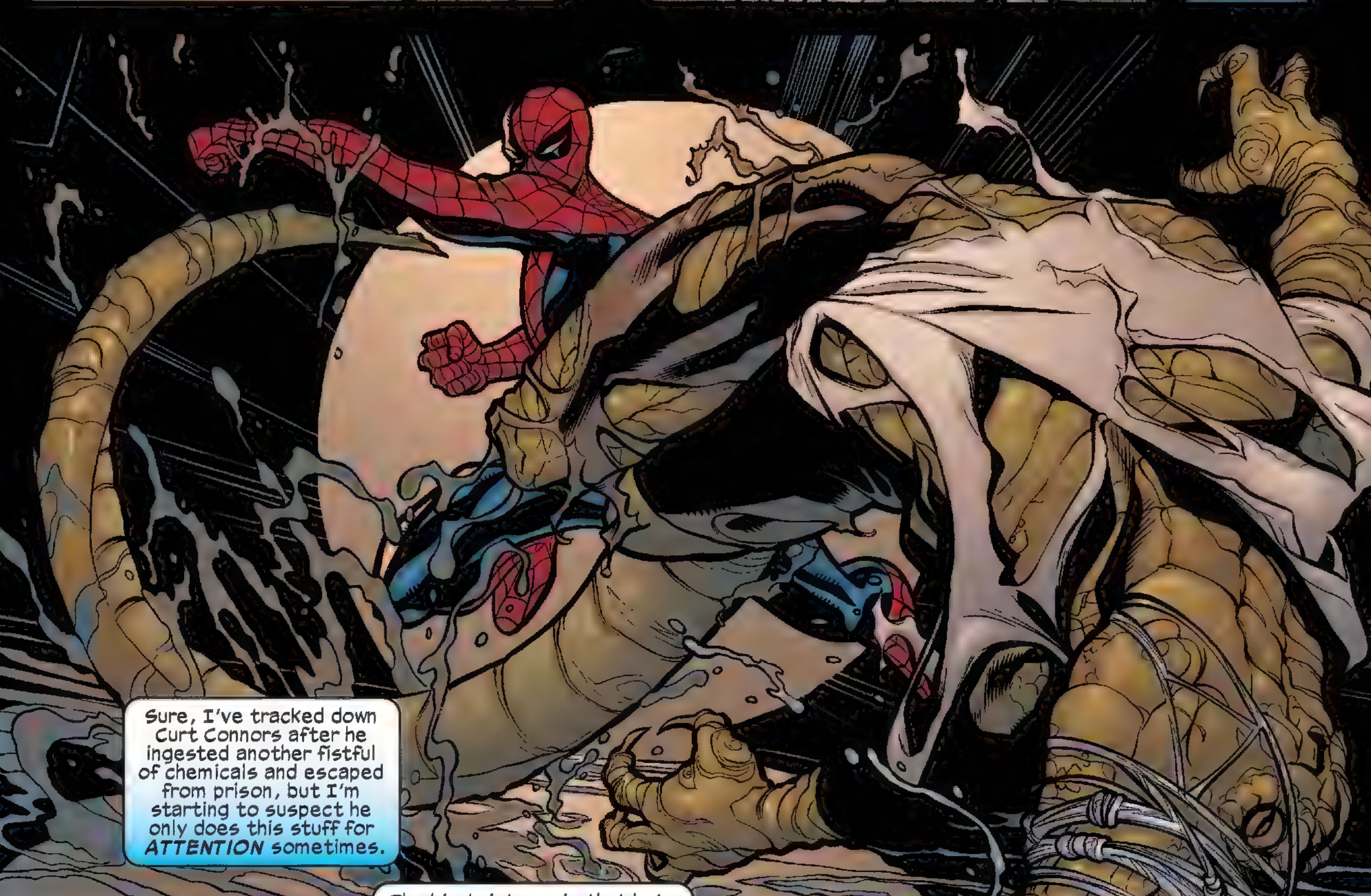
The worst thing is the **SMELL**.
Not the sewage smell, the smell
of people torn open while they're
FLOATING in the sewage.

This is how I've
spent my nights
since I was
eighteen years old,
but I'm giving it all
up pretty soon.



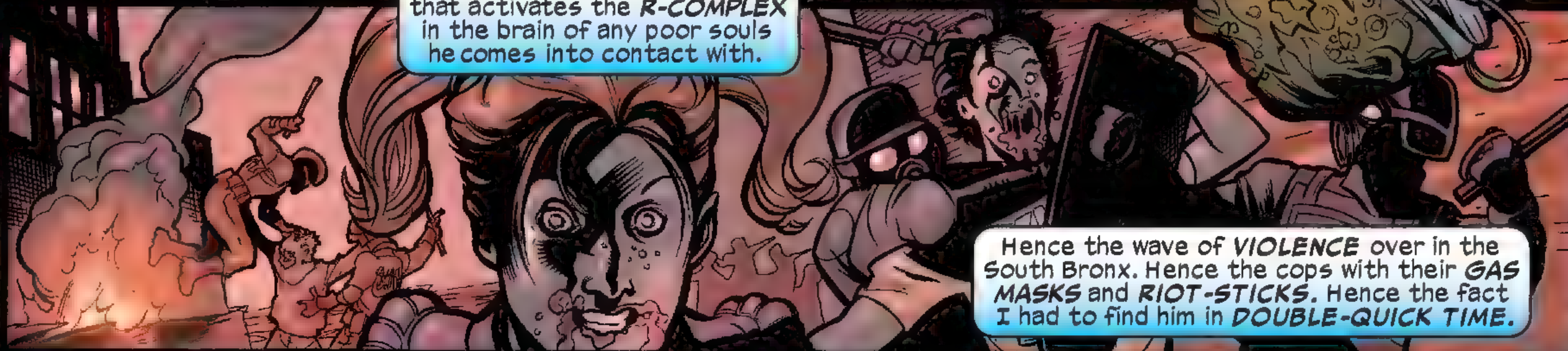


Sure, I've saved some lives.

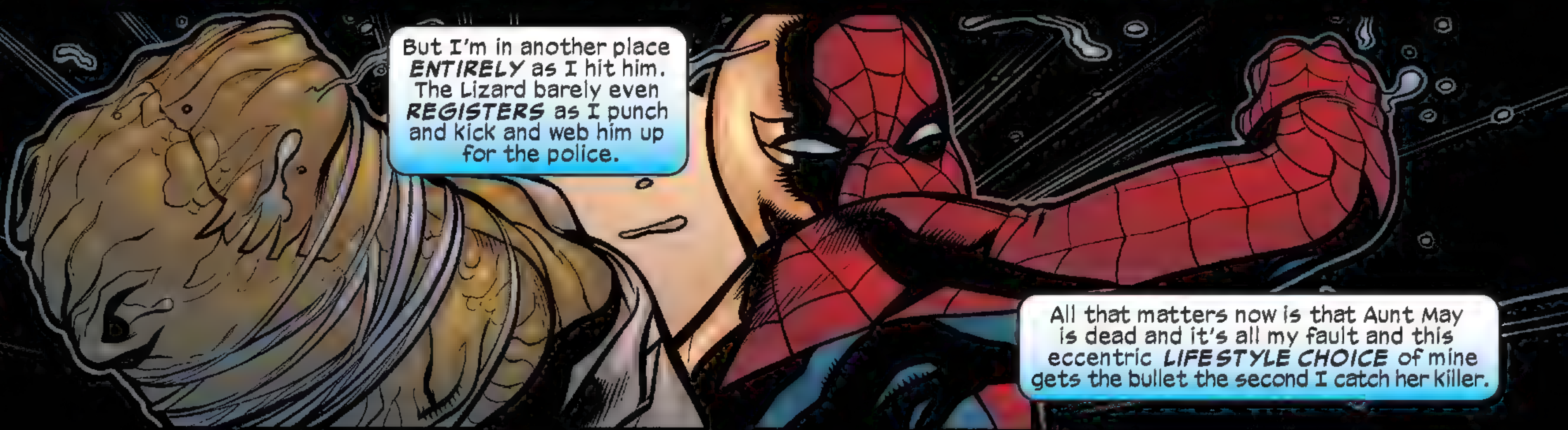


Sure, I've tracked down Curt Connors after he ingested another fistful of chemicals and escaped from prison, but I'm starting to suspect he only does this stuff for **ATTENTION** sometimes.

The big twist now is that he's giving off a noxious pheromone that activates the **R-COMPLEX** in the brain of any poor souls he comes into contact with.



Hence the wave of **VIOLENCE** over in the South Bronx. Hence the cops with their **GAS MASKS** and **RIOT-STICKS**. Hence the fact I had to find him in **DOUBLE-QUICK TIME**.



But I'm in another place **ENTIRELY** as I hit him. The Lizard barely even **REGISTERS** as I punch and kick and web him up for the police.

All that matters now is that Aunt May is dead and it's all my fault and this eccentric **LIFESTYLE CHOICE** of mine gets the bullet the second I catch her killer.

Monday, I'm fighting Hydro-Man at the old petrochemical station. He's been ripping off ATMs to pay his gambling debts again and I'm still coughing him out of my lungs at breakfast the next morning.

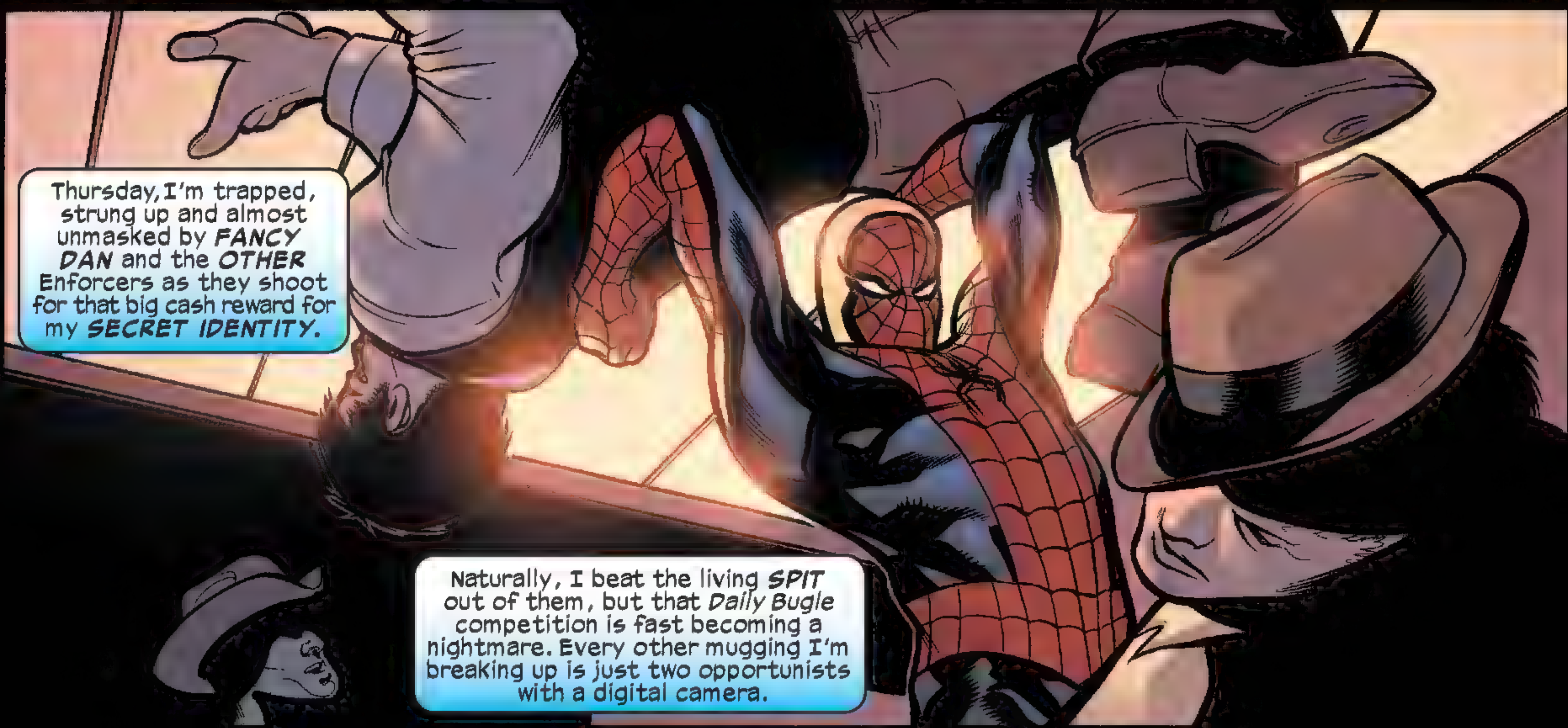


Tuesday, I'm cutting classes to fight The Sandman after he gets drunk and tries to pick a fight with a busload of college guys.

Try to imagine a beach throwing up, try to imagine an abusive sandstorm with an alcohol problem, and you'll begin to get an inkling of what I do when I'm hiding Peter Parker.

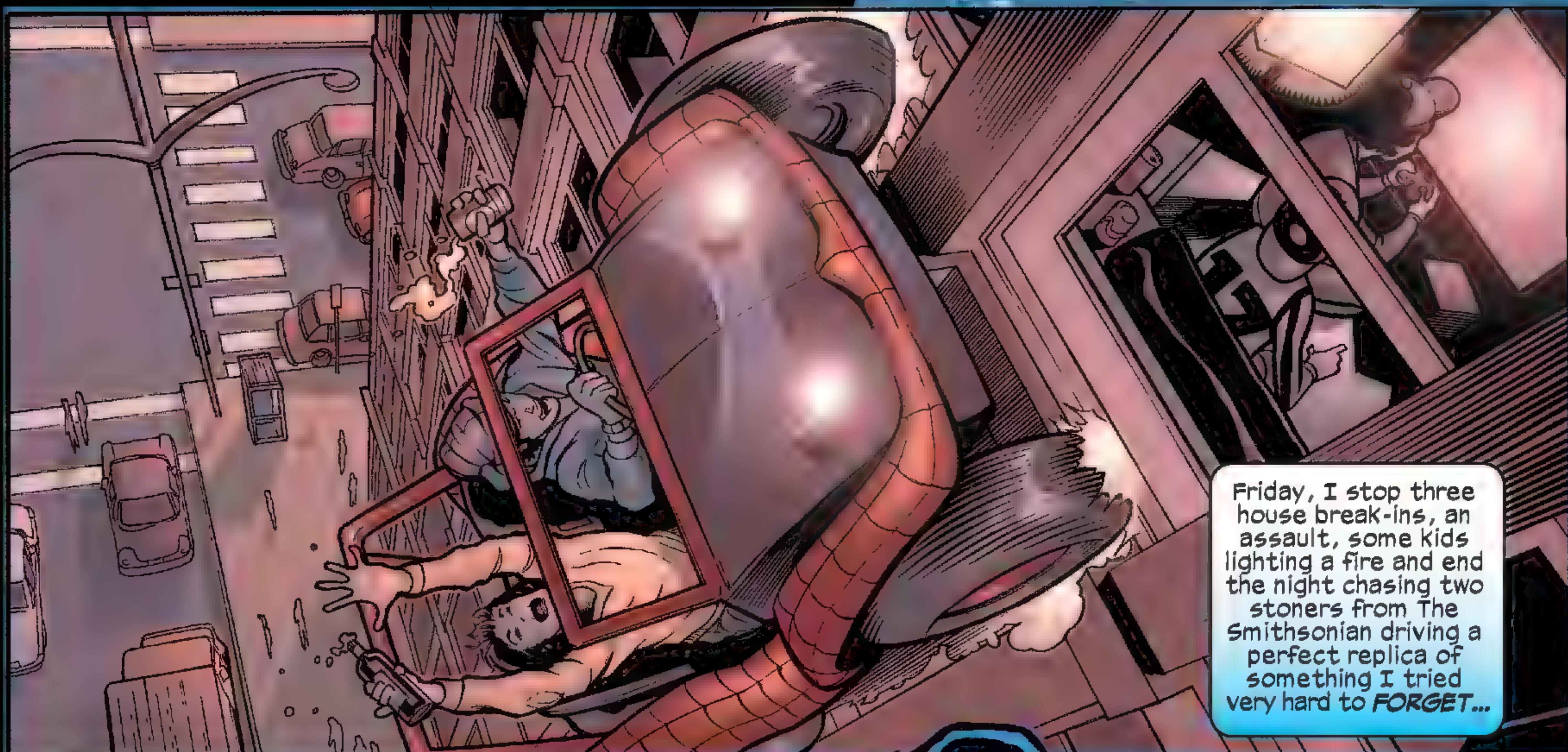


Wednesday, I'm neutering a horny *RHINO* after he abducts and proposes to this lame, French singer/songwriter he's obsessed with for no reason I can figure out.



Thursday, I'm trapped, strung up and almost unmasked by *FANCY DAN* and the *OTHER* Enforcers as they shoot for that big cash reward for my *SECRET IDENTITY*.

Naturally, I beat the living *SPIT* out of them, but that *Daily Bugle* competition is fast becoming a nightmare. Every other mugging I'm breaking up is just two opportunists with a digital camera.



Friday, I stop three house break-ins, an assault, some kids lighting a fire and end the night chasing two stoners from The Smithsonian driving a perfect replica of something I tried very hard to **FORGET...**



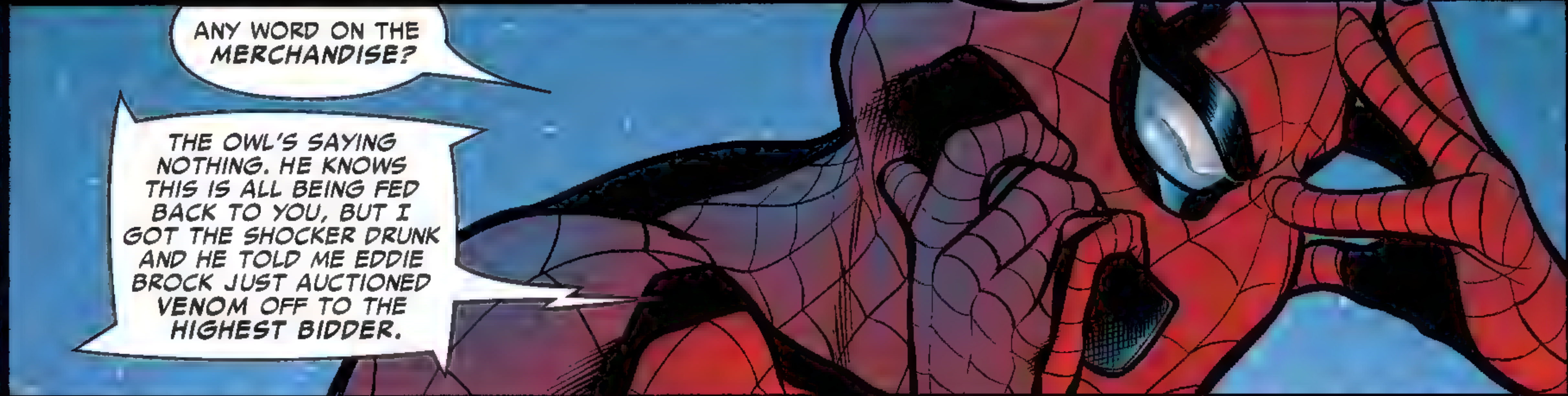
The next two weeks nothing happens **WHATSOEVER**, but I can't get that image of **OTTO OCTAVIUS** out of my mind.

He looked so **PATHETIC** lying there, drugged up and helpless. Who was **BEHIND** that? What the Hell was **GOING ON** back there and why is my spider-sense telling me it's bad news?

ANY WORD, FELICIA?



INTERESTING TIDBIT ON DON FORTUNATO. YOU REMEMBER JIMMY SIX'S DAD? WELL, TURNS OUT HE WON THAT AUCTION A FEW WEEKS BACK AND HE'S SCRAPING TOGETHER EVERY CENT HE CAN FIND TO PAY THE DEBT.



ANY WORD ON THE MERCHANDISE?

THE OWL'S SAYING NOTHING. HE KNOWS THIS IS ALL BEING FED BACK TO YOU, BUT I GOT THE SHOCKER DRUNK AND HE TOLD ME EDDIE BROCK JUST AUCTIONED VENOM OFF TO THE HIGHEST BIDDER.

ARE YOU
SERIOUS?

A HUNDRED
PERCENT SERIOUS.
APPARENTLY, HE'S GONE
ALL RELIGIOUS, AND
FORTUNATO BROKE THE BANK
BECAUSE HE WANTED TO
MAKE SOMETHING OF THAT
LITTLE NEBBISH SON
WHO ALWAYS FOLLOWED
HIM AROUND.

I JUST CAN'T
GET MY HEAD AROUND
THE IDEA THAT BROCK
WOULD GIVE UP THE
SYMBIOTE LIKE THAT
AFTER ALL THIS
TIME.

SO ONE PSYCHO
BECOMES
ANOTHER
PSYCHO. IT'S
ALL THE SAME
TO ME.

WHAT'S THE
WORD ON AUNT
MAY? IS SHE LINKED
WITH THIS AT ALL?

SORRY,
PETER.

I DON'T THINK VENOM
HAD ANYTHING TO DO
WITH THE KIDNAPPING.

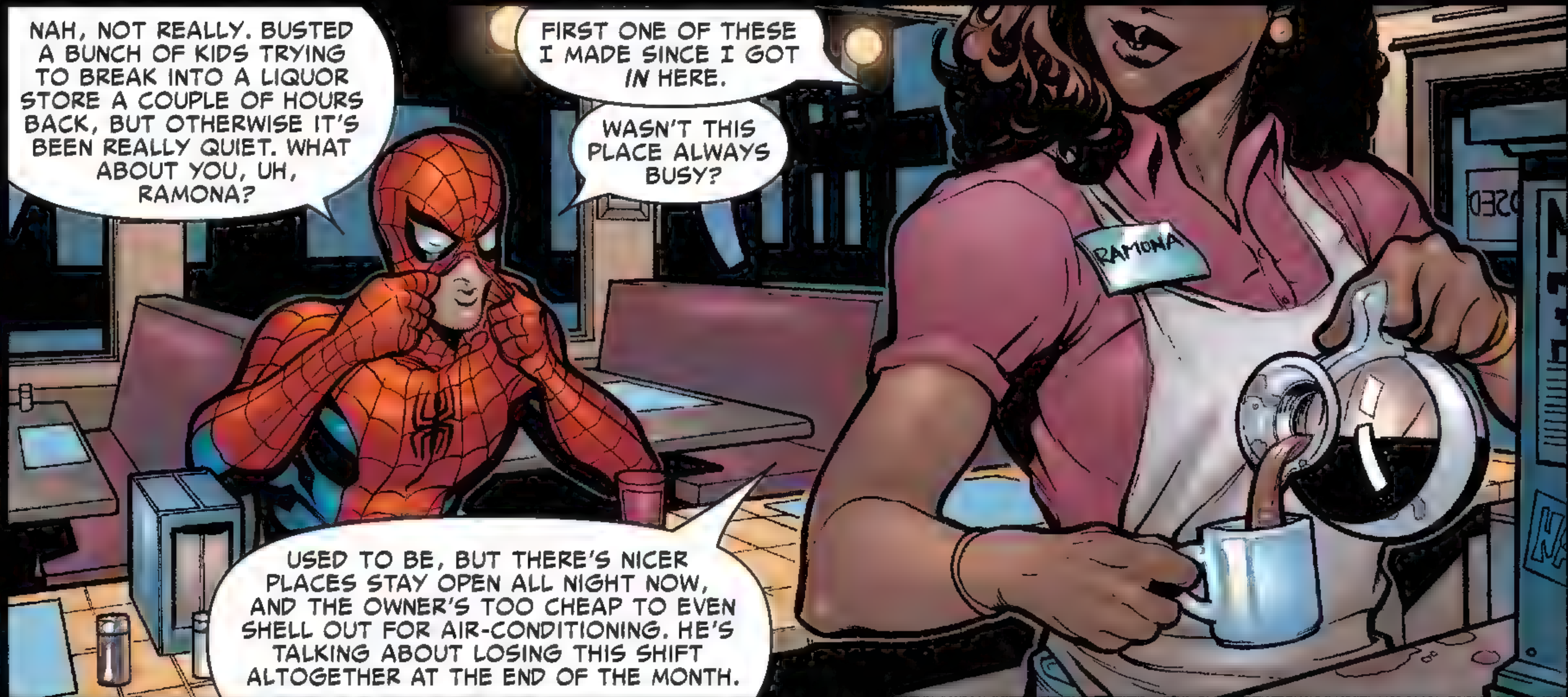
Four weeks and five days since
she was snatched. Three weeks
since Rachel Summers told me
she was dead.

Mary Jane's worried I'm coming
apart at the seams. She hasn't
said it out loud, but I can see it
in her eyes. Why won't he call? Why
is no one coming forward to claim
responsibility for a SCALP like this?

Bladder's full.
Center of gravity
feels off as I
leap around.

Fingers crossed
that little dump
down there has a
MEN'S ROOM...





YEAH, WELL, I KNOW YOU TWO
AIN'T EXACTLY DRINKING BUDDIES
OR NUTHIN', BUT IT SEEMED LIKE
THE KINDA COINCIDENCE WORTH
MENTIONING.

I DATED HIS SON
FOR A COUPLE OF
YEARS. IN FACT, ADRIAN'S
THE GRANDFATHER OF MY
LITTLE BOY I WAS
TELLING YOU
ABOUT.

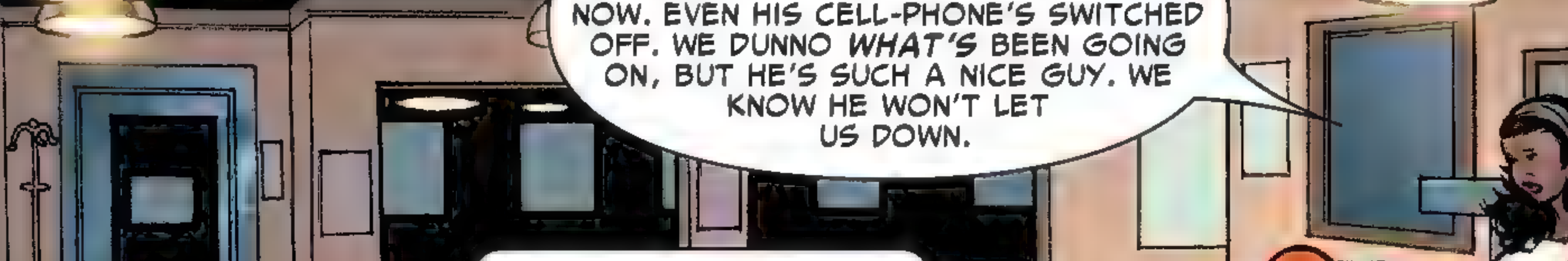
Oh, man. Not the
leukemia kid. Not that
little kid whose operation
The Vulture was stealing
money to *PAY* for.

YOU SAY SOMETHING THERE, SPIDER-MAN?

NO, NOTHING. NOTHING AT ALL. IT'S JUST I COULDN'T IMAGINE THE VULTURE BEING ANYBODY'S GRANDFATHER, TO BE HONEST.

A vertical comic book panel showing Spider-Man in his red and blue suit, crouching in a kitchen. He is looking at Mary Jane Watson, who has dark curly hair and is wearing a pink top. She is looking at him with a questioning expression. Two speech bubbles are present: one from Mary Jane asking "YOU SAY SOMETHING THERE, SPIDER-MAN?" and another from Spider-Man replying "NO, NOTHING. NOTHING AT ALL. IT'S JUST I COULDN'T IMAGINE THE VULTURE BEING ANYBODY'S GRANDFATHER, TO BE HONEST."

WELL, THAT'S WHERE YOU'RE WRONG. 'CAUSE ADRIAN WAS PRETTY MUCH THE BEST GRANDFATHER I EVER SAW. SAID HE'D EVEN PAY THE HALF-MILLION BUCKS TO GET MY BOY BETTER WITH SOME LITTLE NEST EGG HE'D PUT AWAY.

A comic book panel showing Spider-Man sitting at a diner counter, looking down with his hands on his face. A waitress in a pink shirt and white apron stands behind the counter, looking at him. The diner has a counter with stools, a menu board, and a door in the background. Two speech bubbles contain dialogue.

THAT SAID IT'S BEEN NEARLY A MONTH SINCE WE HEARD FROM HIM NOW. EVEN HIS CELL-PHONE'S SWITCHED OFF. WE DUNNO WHAT'S BEEN GOING ON, BUT HE'S SUCH A NICE GUY. WE KNOW HE WON'T LET US DOWN.

Oh, man. Like I wasn't feeling bad enough. Please, God, **PLEASE** let the ground open up and swallow me right now. Please get me out of here at the earliest opportunity.





GRABBED FORTY-FIVE MINUTES ON THE COUCH A LITTLE EARLIER. THAT'S ALL I REALLY NEED WHEN MY ADRENALINE'S THIS HIGH. ANY LONGER'S REALLY JUST TO KEEP YOU COMPANY IN BED, TO BE HONEST.

PETER, YOU NEED TO TAKE A BREAK FROM ALL THIS, HONEY.



I'M FINE.

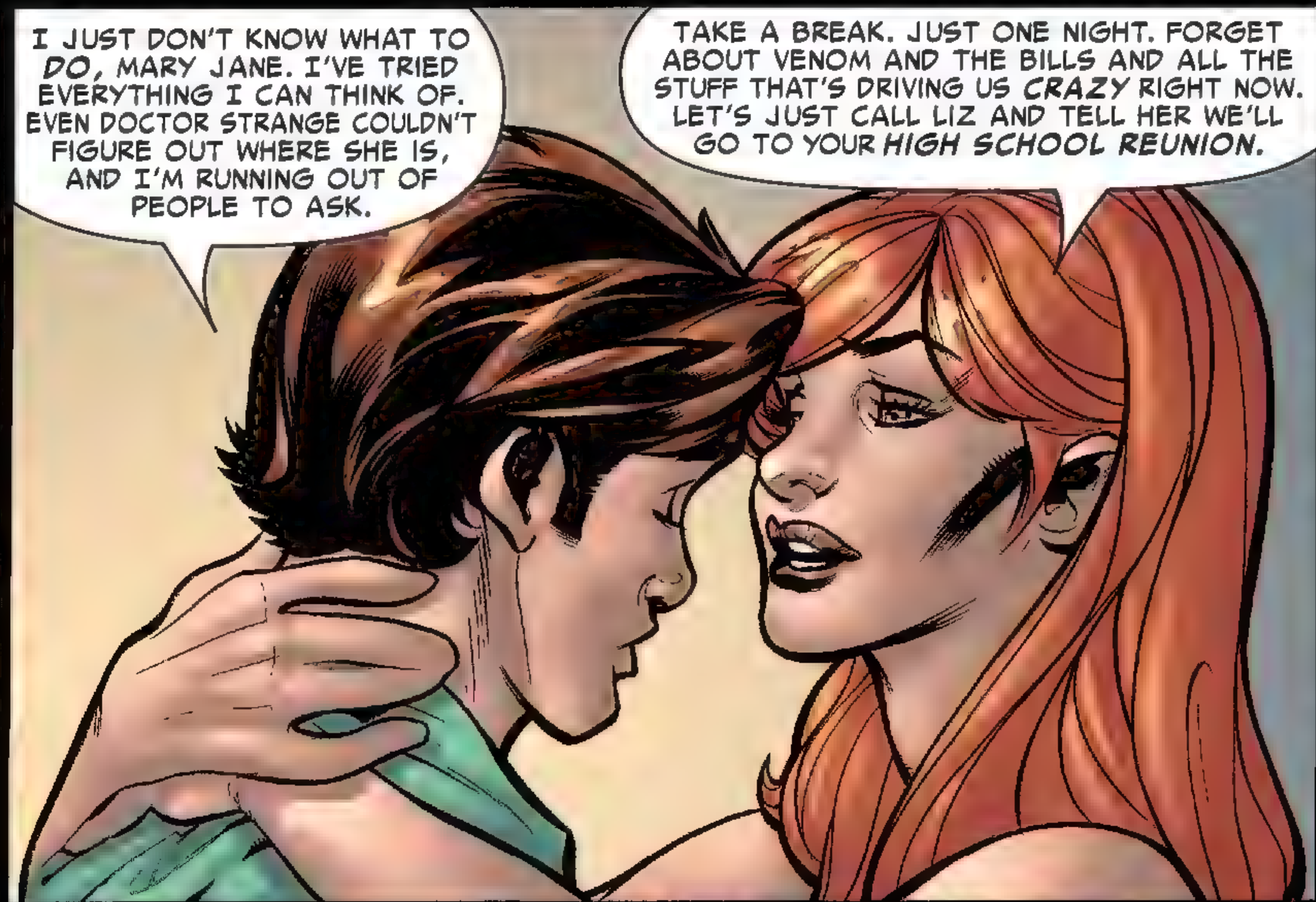
YOU'RE NOT FINE. YOU LOOK LIKE ONE OF THE LIVING DEAD.

WELL, WHAT AM I SUPPOSED TO DO? GIVE UP? MARVEL GIRL SAID AUNT MAY DIED, FOR GOD'S SAKE.

SUPPOSE SHE WAS WRONG?

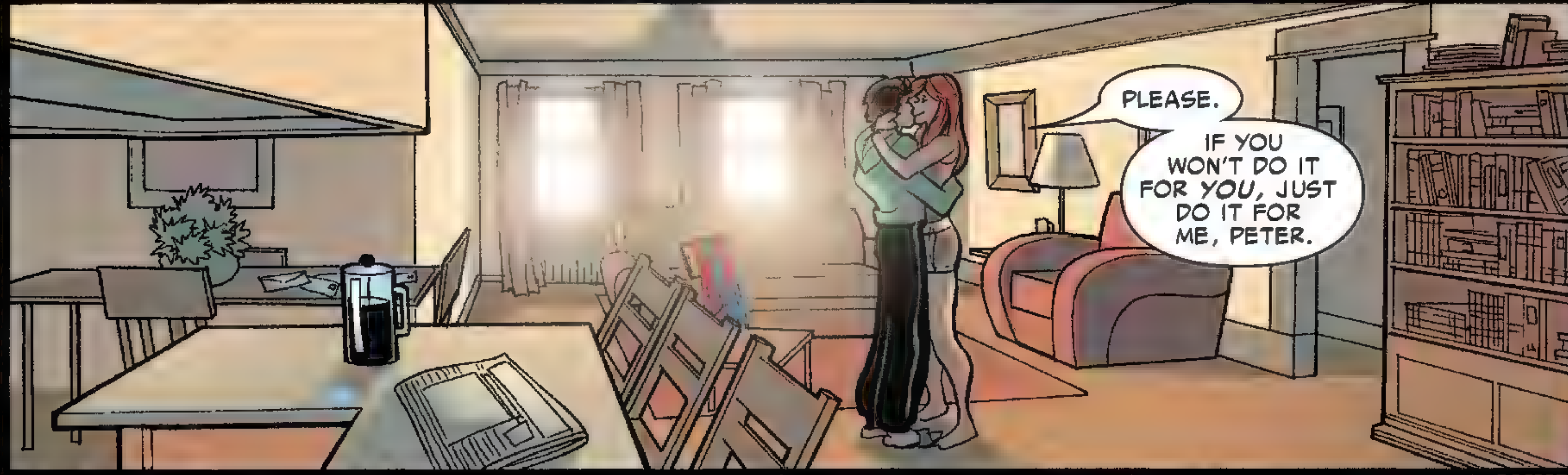


SUPPOSE SHE WAS RIGHT?



I JUST DON'T KNOW WHAT TO DO, MARY JANE. I'VE TRIED EVERYTHING I CAN THINK OF. EVEN DOCTOR STRANGE COULDN'T FIGURE OUT WHERE SHE IS, AND I'M RUNNING OUT OF PEOPLE TO ASK.

TAKE A BREAK. JUST ONE NIGHT. FORGET ABOUT VENOM AND THE BILLS AND ALL THE STUFF THAT'S DRIVING US CRAZY RIGHT NOW. LET'S JUST CALL LIZ AND TELL HER WE'LL GO TO YOUR HIGH SCHOOL REUNION.



PLEASE.

IF YOU WON'T DO IT FOR YOU, JUST DO IT FOR ME, PETER.

Our Lady Of The Saints Church

SO HOW LONG DO YOU THINK YOUR SICK BODY'S GONNA LAST WHEN YOU GIVE UP THE ALIEN SUIT, EDDIE?

WHO KNOWS? A COUPLE OF DAYS? A WEEK? IT DOESN'T REALLY MATTER, MISTER FORTUNATO. ALL I KNOW IS I BEEN SUCH A SCUMBAG THESE LAST FEW YEARS I DESERVE WHATEVER I GET.

THANKS FOR THE MONEY, BY THE WAY.

NO PROBLEMO. I'M JUST SORRY IT TOOK SO LONG, BUT A HUNDRED MILL'S A HUNDRED MILL NO MATTER WHO YOU ARE, RIGHT?

RELAX. I WASN'T GOING ANYWHERE.

I'M JUST LAUGHING AT THE IDEA OF ALL YOUR DIRTY MONEY BEING SPLIT AMONG FIFTY DIFFERENT CHARITIES. YOU SHOULD BE FEELING PRETTY GOOD ABOUT YOURSELF, ALL THE FINE WORK THAT CASH IS GONNA DO.

I'M FEELING BETTER ABOUT THE MUSCLE VENOM'S GONNA BRING TO THE FAMILY BUSINESS AND THIS FOUR-EYED, LITTLE RUNT MY WIFE BROUGHT INTO THE WORLD.

AFTER ALL THESE YEARS, I'M FINALLY GONNA HAVE A SON THAT PEOPLE DON'T MISTAKE FOR A DAUGHTER. YOU KNOW WHAT I'M SAYING?

JEEZ, DAD. DON'T HOLD BACK OR ANYTHING...

WHAT ABOUT YOU, ANGELO? HOW DO YOU FEEL ABOUT TAKING ON THIS BEAST I BEEN CARRYING AROUND?

HOW D'YOU THINK HE FEELS? THE KID'S EXCITED AS HELL.

I DIDN'T ASK YOU, I ASKED HIM. YOU SURE YOU WANT TO GO THROUGH WITH THIS, SON? BECAUSE IT'S NOT TOO LATE TO CHANGE YOUR MIND. YOU SURE YOU WANT TO THROW YOUR LIFE AWAY LIKE THIS?



MAN, I'M 5'9", A HUNDRED AND TEN POUNDS AND THE ONLY GIRLS THAT EVEN TALK TO ME ARE THE ONES MY DAD RENTS EVERY BIRTHDAY AND CHRISTMAS. EXACTLY WHAT AM I THROWING AWAY HERE?



BESIDES, YOU SEEN HOW MANY WEBSITES THIS THING HAS OUT THERE? YOU SEEN HOW MANY CHICKS ARE WRITING *FAN FICTION* ABOUT HIM?

BECOMING THE NEW VENOM PUTS ME IN THE MAGNETO OR DOCTOR DOOM CLASS AFTER EIGHTEEN YEARS OF GETTING THE CRAP KICKED OUT OF ME.



UP TO YOU, KID. I JUST HOPE YOU REMEMBERED SOMETHING HARD TO BITE DOWN ON BECAUSE THE FIRST TIME THIS THING CRAWLS INSIDE YOU HURTS LIKE NOTHING YOU CAN IMAGINE.

IT'S CLAUSTROPHOBIC FOR A WHILE, BUT HE SETTLES IN PRETTY FAST AND YOU'LL BOTH BE BREATHING IN SYNCH BEFORE YOU KNOW IT.



IS IT TRUE IT KNOWS SPIDER-MAN'S *SECRET IDENTITY*?



OH, YEAH...



...AND IF YOU ASK IT NICE IT MIGHT EVEN TELL YOU.

For some reason, Mary Jane seemed to think seeing all my old **HIGH SCHOOL FRIENDS** again might raise my mood a little.

What I tried to **EXPLAIN** to her is that I didn't **HAVE** any friends back in high school.

But she was right. Just like always. Sometimes there's nothing more **COMFORTABLE** than being around people who go as far back as you remember. Like **LIZ OSBORN**, for example.

We're all touchy-feely now that we're in our **TWENTIES**, but Liz wouldn't even look in my **DIRECTION** back when I was still sporting zits and those bad, second-hand clothes Aunt May used to buy me.

MISTER WARREN? YOU REMEMBER **PETER PARKER** WITH THE **BIG, THICK GLASSES**?

YOU KIDDING ME? **PARKER** WAS THE ONLY KID THAT EVER STEPPED INTO MY CLASS WITH A **SMILE** ON HIS FACE. AIN'T THAT RIGHT, **PETER**?

ABSOLUTELY, SIR.

HOW'S LIFE TREATING YOU ANYWAY, SON? **LIZ** WAS TELLING ME YOU'RE TEACHING HERE NOW.

YEAH, FOR MY SINS. YOU MEET MY WIFE, MISTER WARREN? **MARY JANE**, I'D LIKE YOU TO MEET THE MAN WHO TAUGHT ME THE JOY OF **BALANCING CHEMICAL EQUATIONS**.

You know, this is actually a lot of fun. There's a lot more people I liked in this place than I remembered, and as for the guys who made my life a **LIVING HELL**...

...well, there's nothing like showing up with a **SUPERMODEL** to wipe the smirks off their faces.

HEY, GUYS. YOU SEE WHO **PUNY PARKER** JUST WALKED IN WITH?

SHE'S **UNBELIEVABLE**, MAN. EVEN BETTER THAN SHE LOOKS IN THE MAGAZINES. HOW THE HECK DID PARKER EVER FIND A CHICK LIKE THAT?

AH, WHO CARES? YOU HEAR WHAT HE'S DOING NOW? ALL THOSE YEARS OF STUDYING, ALL THOSE YEARS WITH HIS NOSE IN A BOOK AND HE ENDS UP A SCIENCE TEACHER IN **THIS FRIGGIN' DUMP**.

ARE YOU SERIOUS? WHAT THE HELL'S A FORMER FHM BABE DOING MARRIED TO A **HIGH-SCHOOL TEACHER**?

MAN, SHE COULD HAVE DONE A LOT BETTER THAN THAT **LITTLE RUNT**...

HEY, **PETER PARKER!** HOW'S IT GOING, FELLA? REMEMBER ME?

SURE, **TALL-GUY-WITH-RED-HAIR-AND-GLASSES**. HOW COULD I FORGET?

WHAT'S WITH ALL THESE PEOPLE SUDDENLY PRETENDING THEY'RE MY LONG LOST BUDDIES? I DON'T REMEMBER **HALF** THESE GUYS.

MARY JANE SAID SHE HAD TO TWIST YOUR ARM TO COME TONIGHT...

WHAT YOU'VE GOT TO UNDERSTAND, LIZ, IS THAT YOU AND ME DIDN'T REALLY GO TO THE SAME SCHOOL. I MEAN, FOR YOU THIS PLACE WAS ALL LAUGHING AND JOKING AND DECIDING WHICH BOYS TO DATE.

FOR ME IT WAS FOUR YEARS OF KEEPING MY HEAD DOWN AND DOING MY BEST NOT TO GET THE CRAP KICKED OUT OF ME.

SO HOW DID A GUY WHO HATED THIS PLACE SO MUCH END UP WORKING HERE?

WHO KNOWS?

MAYBE I JUST WANTED A FEW *GOOD* MEMORIES OF THE PLACE.



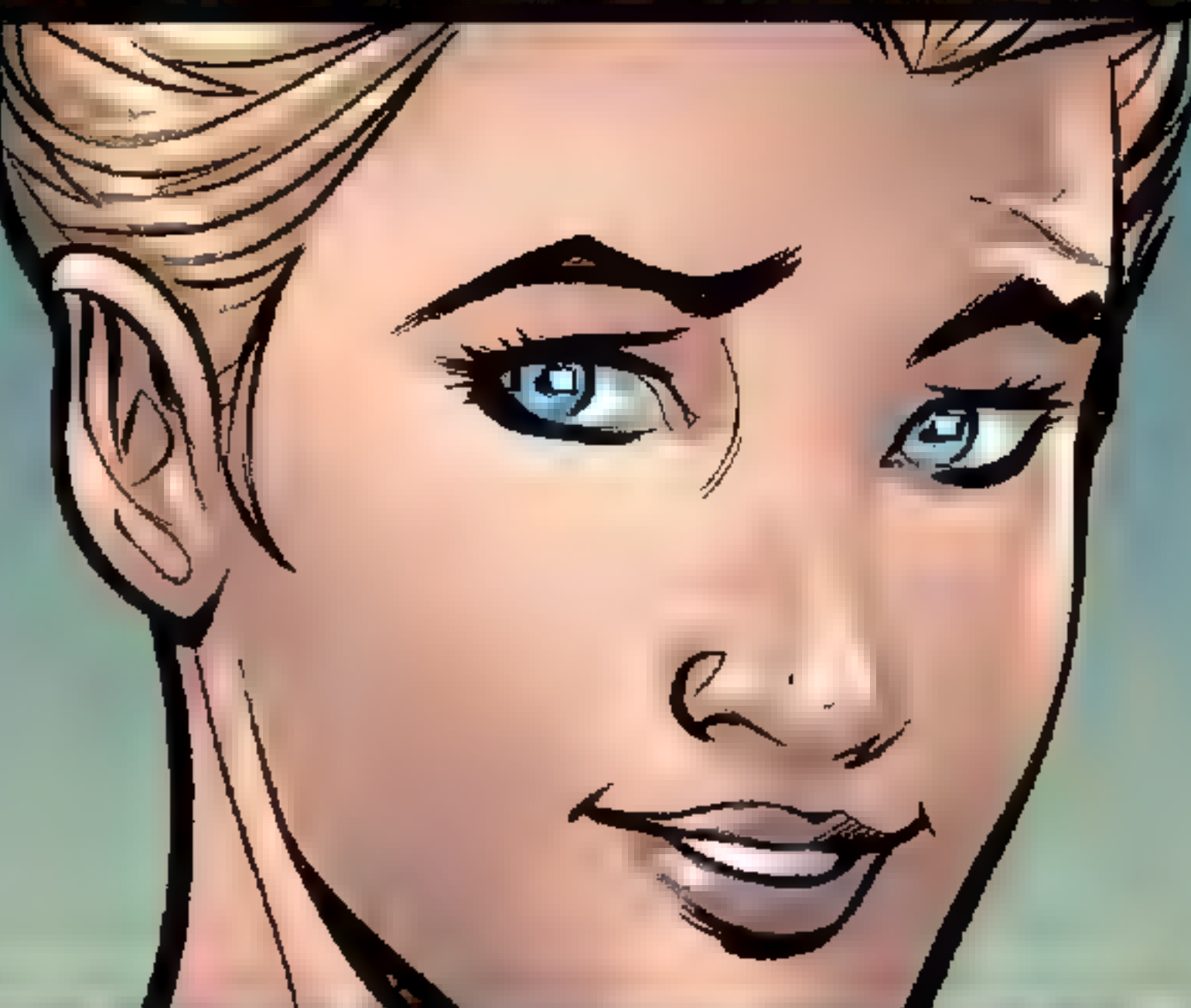
OOH, YOU REMEMBER WHY THEY HAD TO REBUILD THE EXTENSION?

KILLER ROBOT. HOW COULD I FORGET?

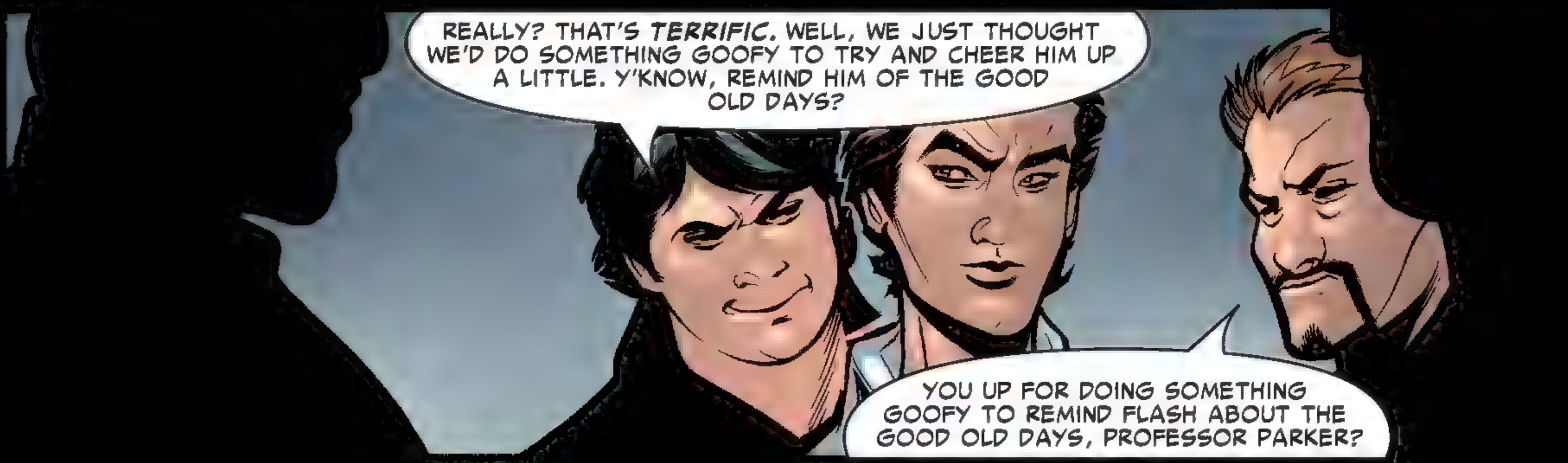
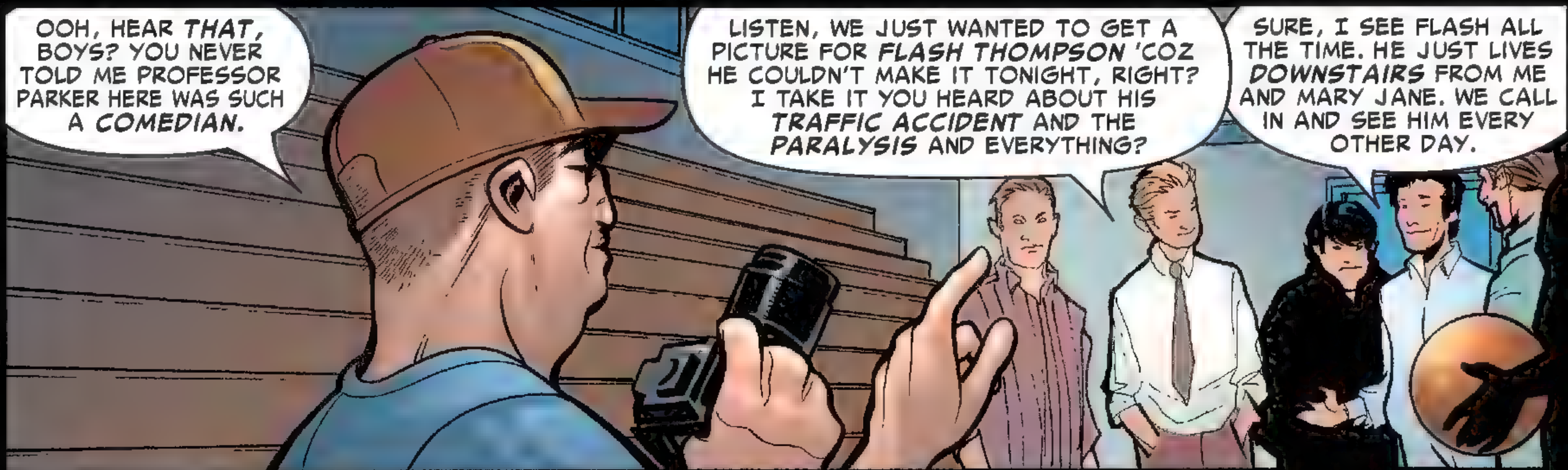
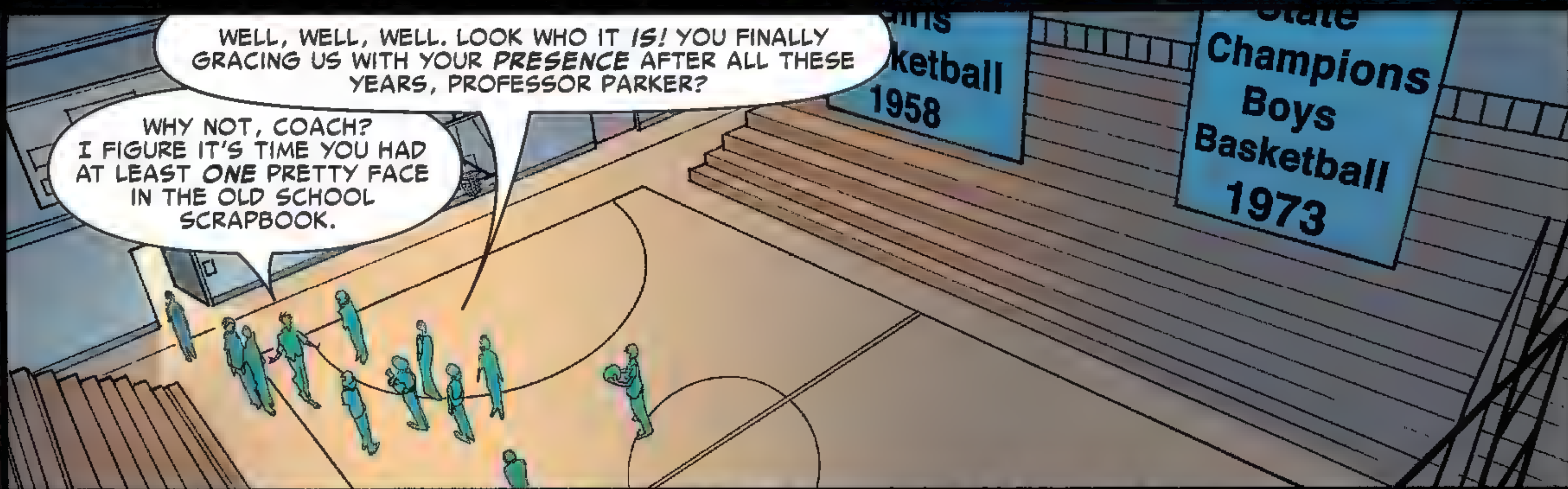


WE'VE REALLY HAD A LOT OF *WEIRDNESS* IN OUR LIVES, HAVEN'T WE, PETER? I MEAN *KILLER ROBOTS* IN THE SCHOOL, *SPIDER-MAN* ALWAYS HANGING AROUND...

HARRY BECOMING THE GREEN GOBLIN, MARK BECOMING THE MOLTEN MAN, HARRY'S DAD ALL OVER THE NEWSPAPERS BECAUSE HE WAS THE *FIRST GREEN GOBLIN*...



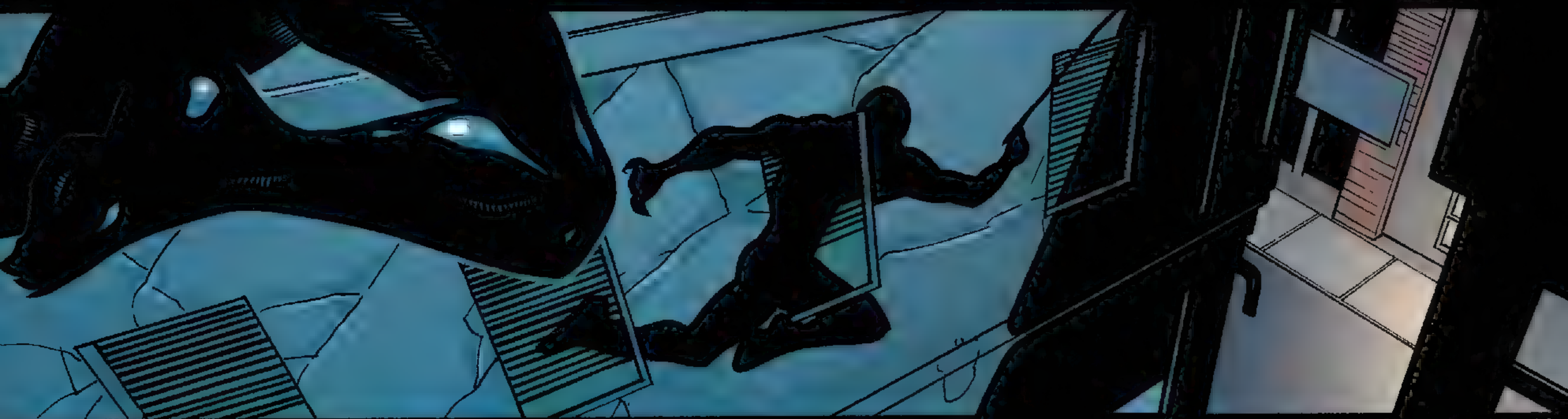
SOMETIMES, IT'S LIKE YOU'RE THE ONLY NORMAL PERSON I KNOW.





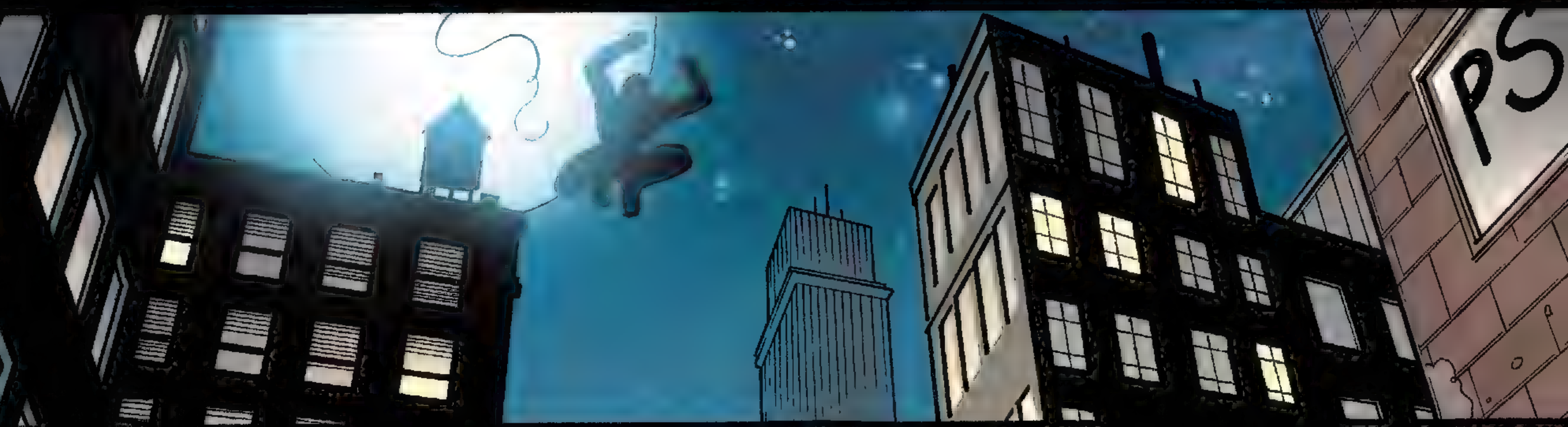
OH, GOD. WHY
AM I STARTING
TO GET A BAD
FEELING ABOUT
THIS...?

WEDGIE!!

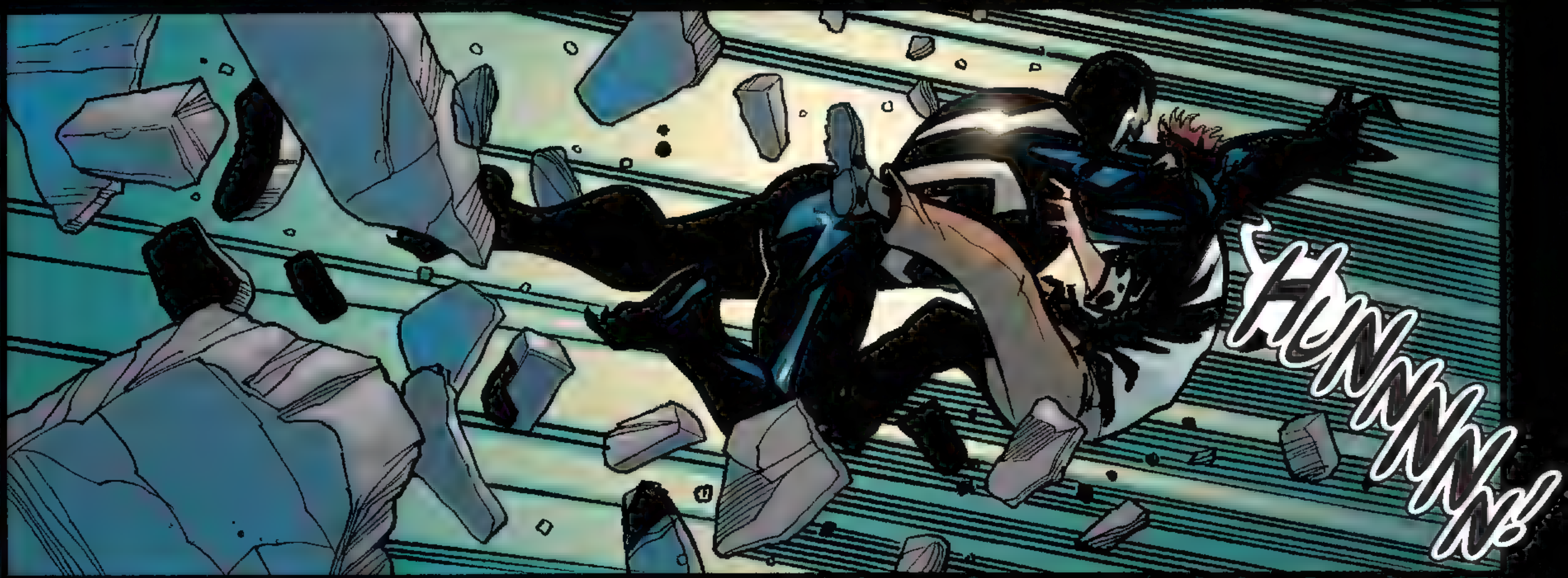


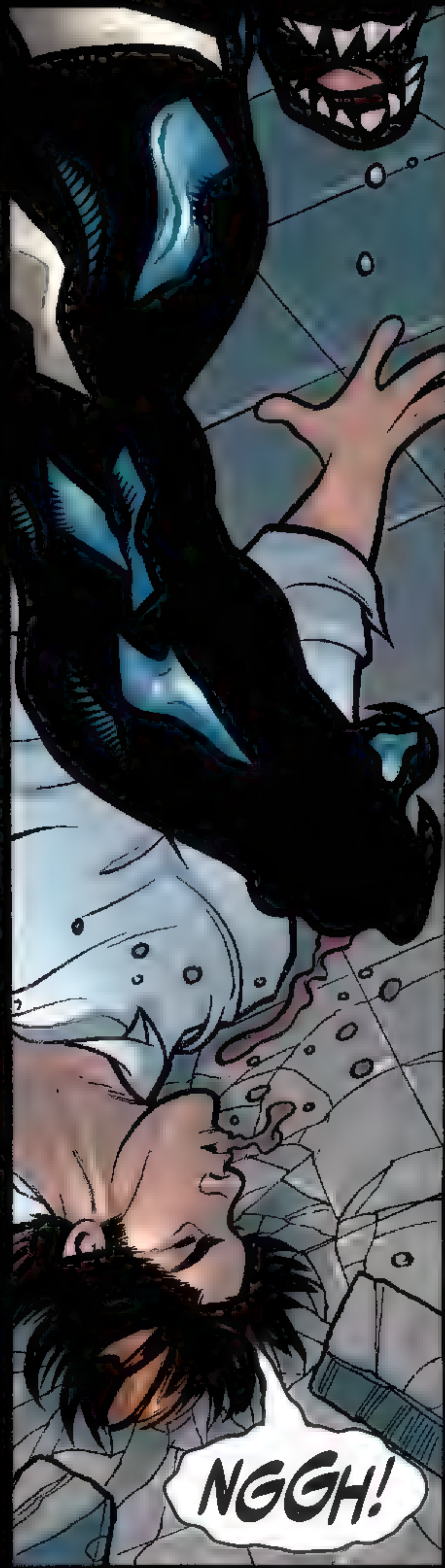
MAN, YOU'RE
IN YOUR TWENTIES NOW.
DON'T EMBARRASS
YOURSELF.

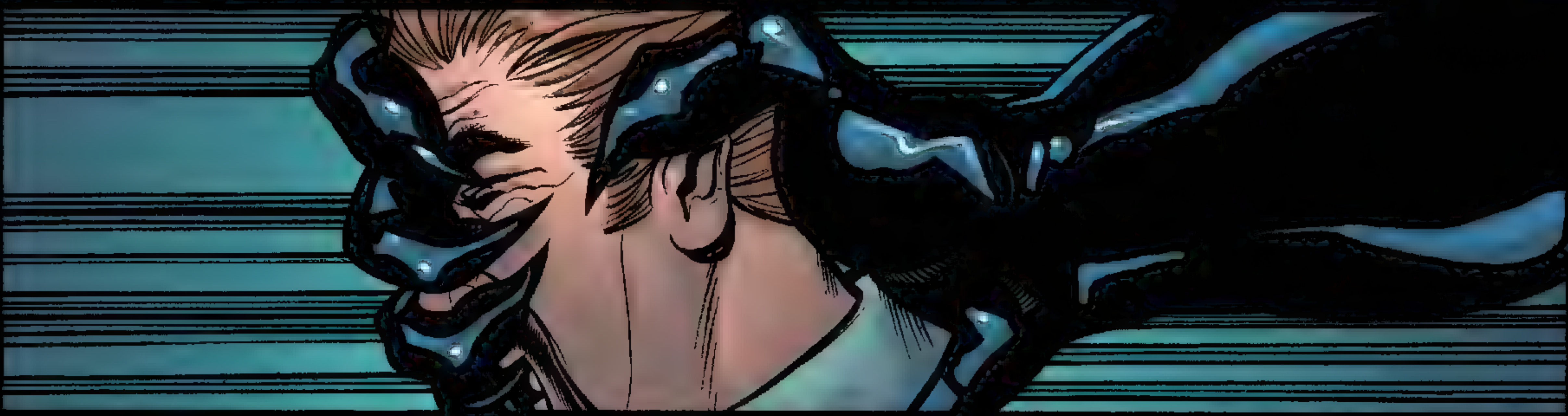
**SUPERSONIC
WEDGIE!!!**



SERIOUSLY,
I'M NOT THE GUY
I WAS BACK IN HIGH
SCHOOL, YOU MORONS.
FIRST PERSON LAYS A
FINGER ON ME LEAVES
THE GYM ON A FREAKIN'
STRETCHER!









...STARTING
WITH YOU.



MARVEL KNIGHTS SPIDER-MAN #8
TERRY DODSON, RACHEL DODSON & MORRY HOLLOWELL



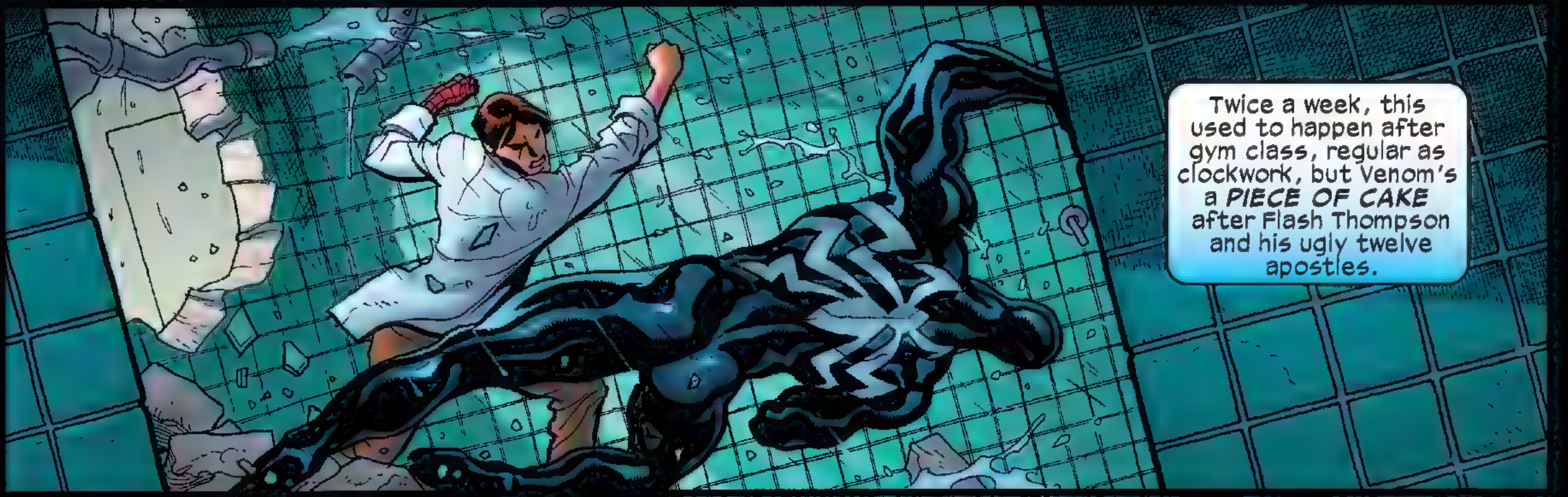
No!

THOOM!

Unfortunately, this isn't the **FIRST** time I've ended up fighting for my life in the school showers.

VENOMOUS

PART FOUR
OF FOUR



Twice a week, this used to happen after gym class, regular as clockwork, but Venom's a **PIECE OF CAKE** after Flash Thompson and his ugly twelve apostles.



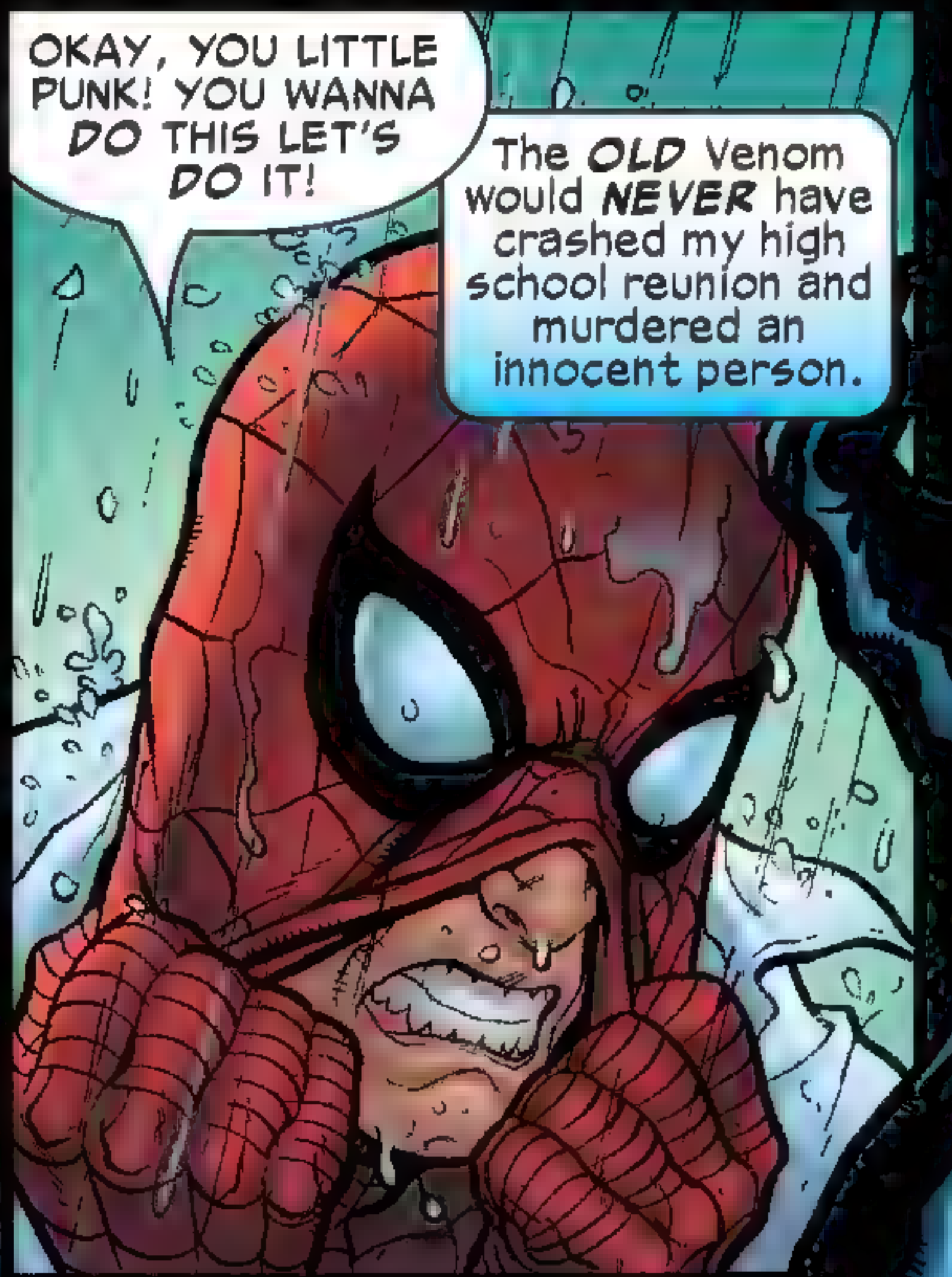
Except, of course, this isn't **VENOM**.

HANDS OFFA ME, MAN!



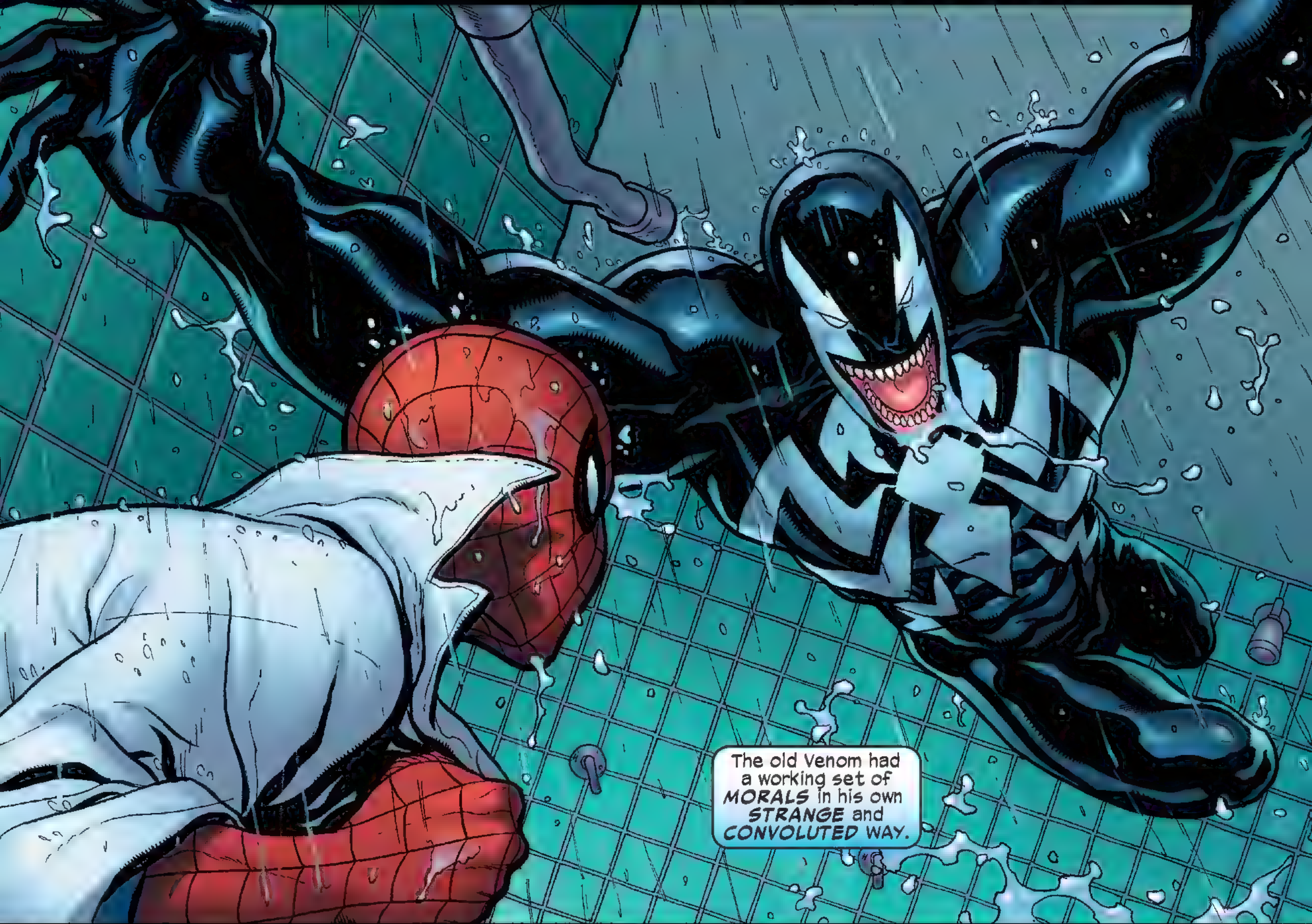
This is a gangster's kid named **ANGELO FORTUNATO**, and he just told me his Dad **BOUGHT** him The Symbiote at a **SUPER-VILLAIN AUCTION**.

UNNH!



OKAY, YOU LITTLE PUNK! YOU WANNA **DO THIS** LET'S **DO IT!**

The **OLD** Venom would **NEVER** have crashed my high school reunion and murdered an innocent person.



The old Venom had a working set of **MORALS** in his own **STRANGE** and **CONVOLUTED** way.

CLASS of 199

ARE YOU TELLING ME THIS LINE ACTUALLY WORKS SOMETIMES? THAT SOME POOR WOMEN HAVE ACTUALLY FALLEN FOR THIS GARBAGE?

IT'S THE TRUTH, MARY JANE, AND I'M ONLY TELLING YOU BECAUSE YOU LOOK LIKE THE KINDA GIRL THAT CAN KEEP A SECRET. YOU KNOW HOW MUCH THE BUGLE'S OFFERING FOR THIS INFORMATION?

I'M SPIDER-MAN, BABY. THIS IS MY GIFT, THIS IS MY CURSE. YOU COME BACK TO MY PLACE AND I'LL EVEN SHOW YOU THE OLD RED AND BLUE PAJAMAS.

SORRY, SPIDEY, BUT I'M ALREADY MARRIED TO THE HULK AND YOU KNOW HOW BIG AND CRANKY HE GETS WHEN SOMEONE HITS ON HIS GIRL.



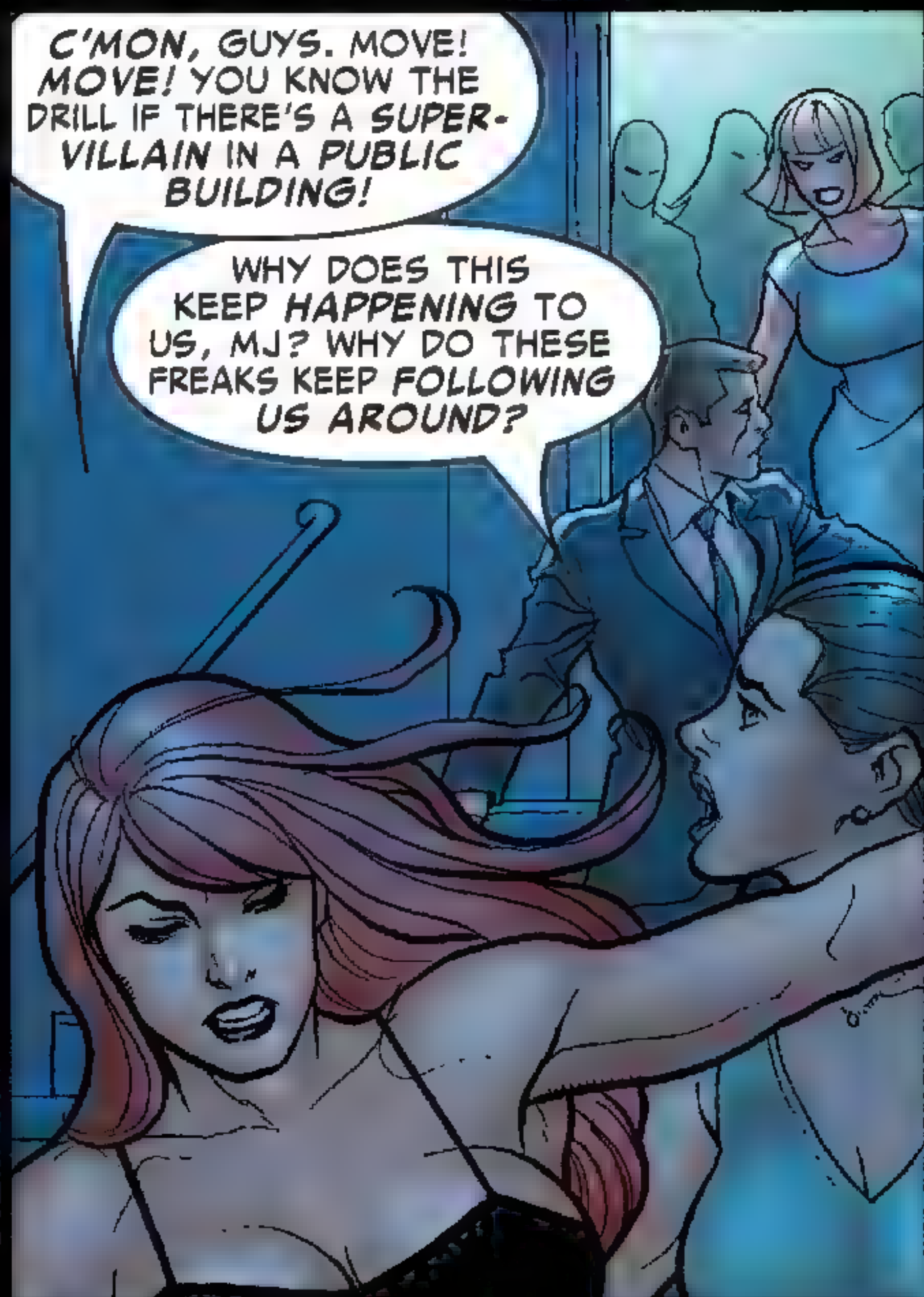


ARE YOU KIDDING?
IT'S LIKE YOU'RE MOVING
IN SLOW MOTION OR
SOMETHING, SPIDER-
MAN...

He's learning **FAST**.
Giving in to **THE**
SYMBIOTE'S instincts
and just fighting on
AUTOPILOT here.



Still, at least
this gets the
fight **OUTSIDE**.



C'MON, GUYS. MOVE!
MOVE! YOU KNOW THE
DRILL IF THERE'S A SUPER-
VILLAIN IN A PUBLIC
BUILDING!

WHY DOES THIS
KEEP HAPPENING TO
US, MJ? WHY DO THESE
FREAKS KEEP FOLLOWING
US AROUND?



This is insane.
Fortunato's youngest
couldn't have weighed
more than a hundred
and twenty, but this
guy's **TWICE** the size
of the old Venom.
How's that even
POSSIBLE?





Is he really packing that much **HATE**?

WHOA!



YOU'RE A REAL DISAPPOINTMENT, YOU KNOW THAT, ANGELO?



A HUNDRED MILLION DOLLARS ON AN ALIEN SUIT AND YOU'RE STILL A FREAKIN' LOSER.



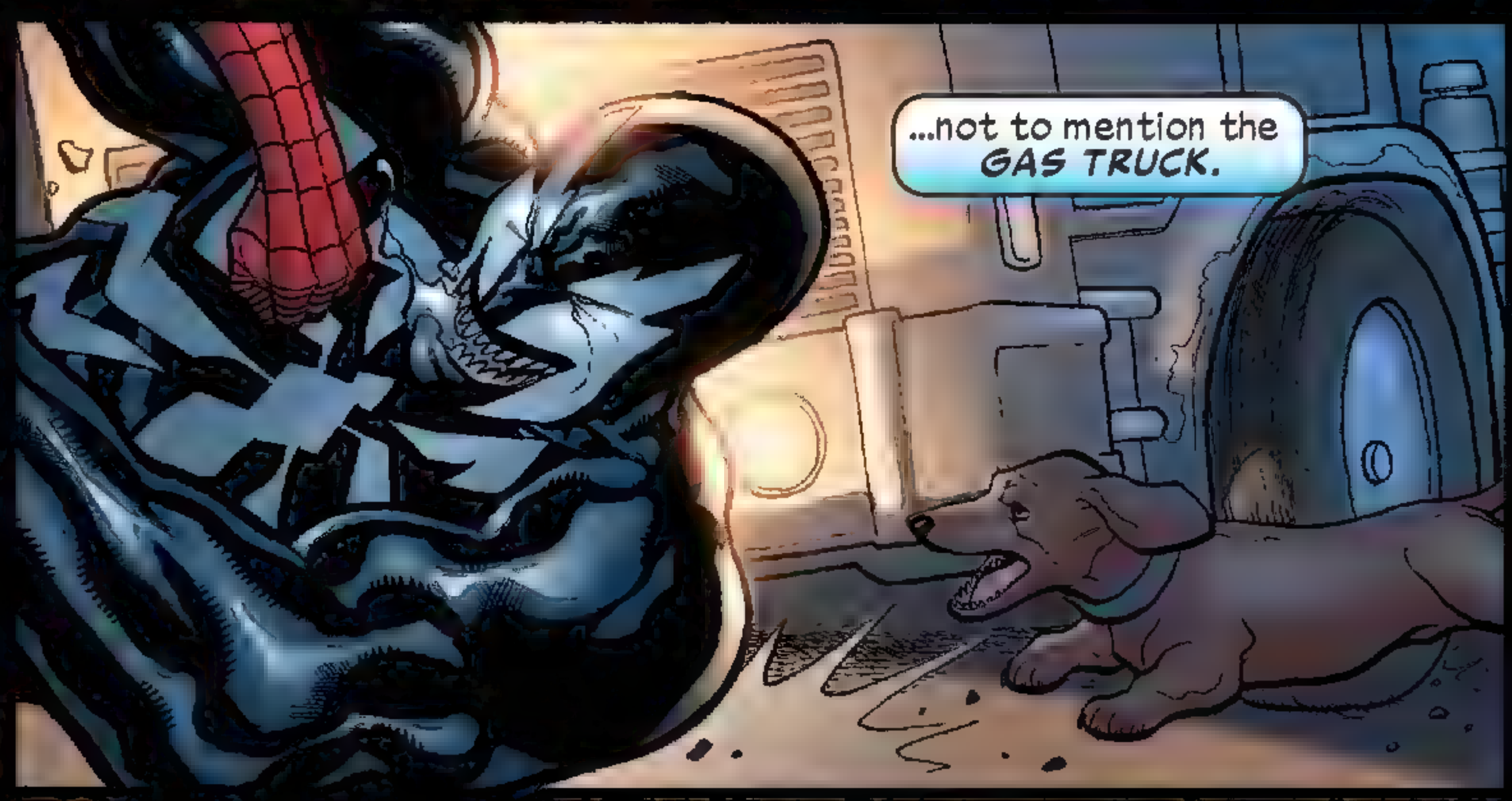
YOUR DAD MUST BE REALLY PROUD.

Spider-sense kicks in with a three-sixty snapshot:

Pekinese-yapping...

...people-screaming...

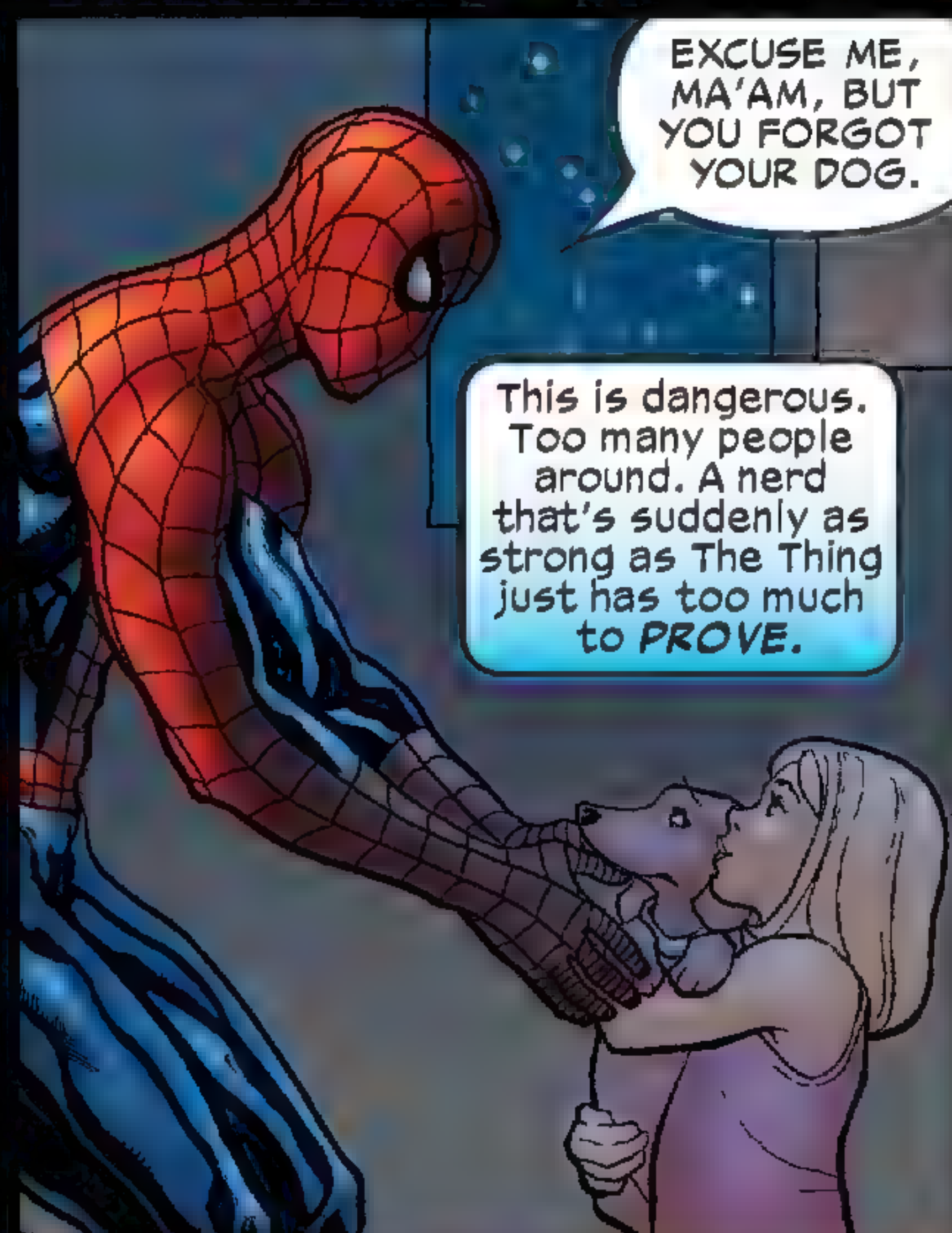
...undercover cop holding a standard-issue and wondering whether or not to **FIRE**...



...not to mention the **GAS TRUCK**.



GET OUTTA THE WAY!



EXCUSE ME, MA'AM, BUT YOU FORGOT YOUR DOG.

This is dangerous. Too many people around. A nerd that's suddenly as strong as The Thing just has too much to **PROVE**.



I have to close him down **FAST**.

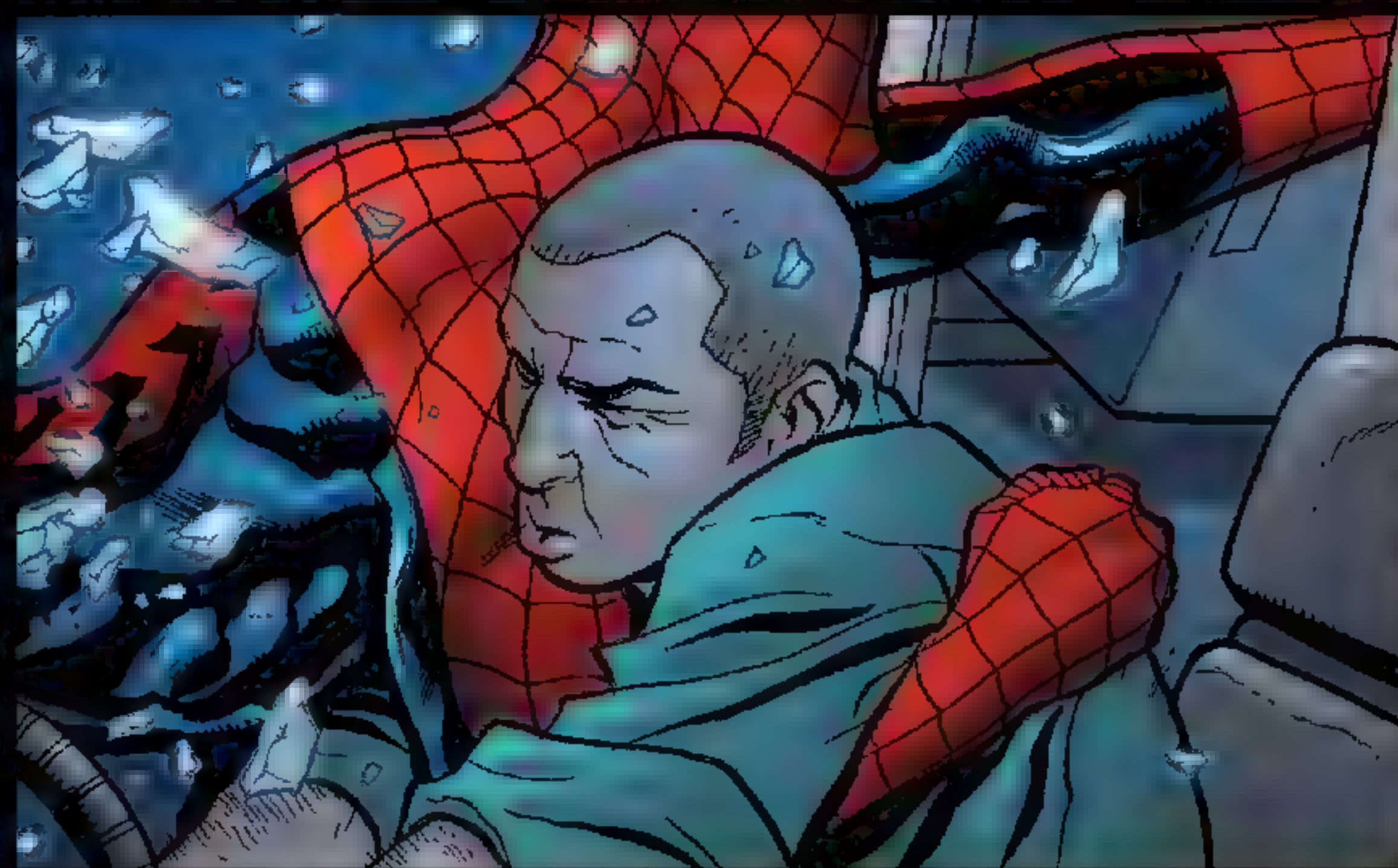
DUDE, I CAN'T BELIEVE YOU'RE JUST A **HIGH SCHOOL TEACHER!**

I ALWAYS THOUGHT YOU'D BE SOMETHING COOL LIKE A **COP** OR A **NAVY SEAL**, BUT YOU'RE **NOTHING** UNDER THAT MASK!

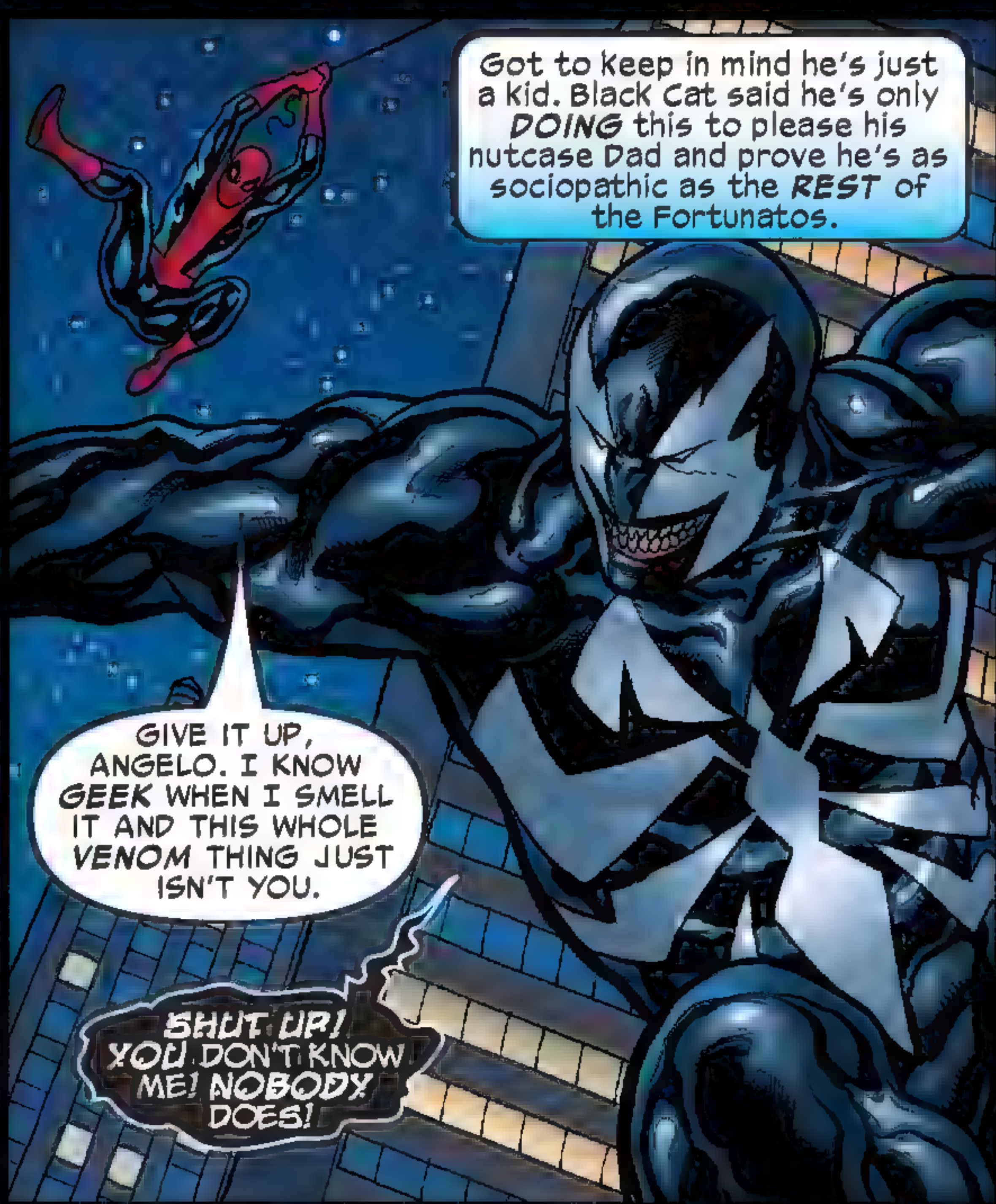
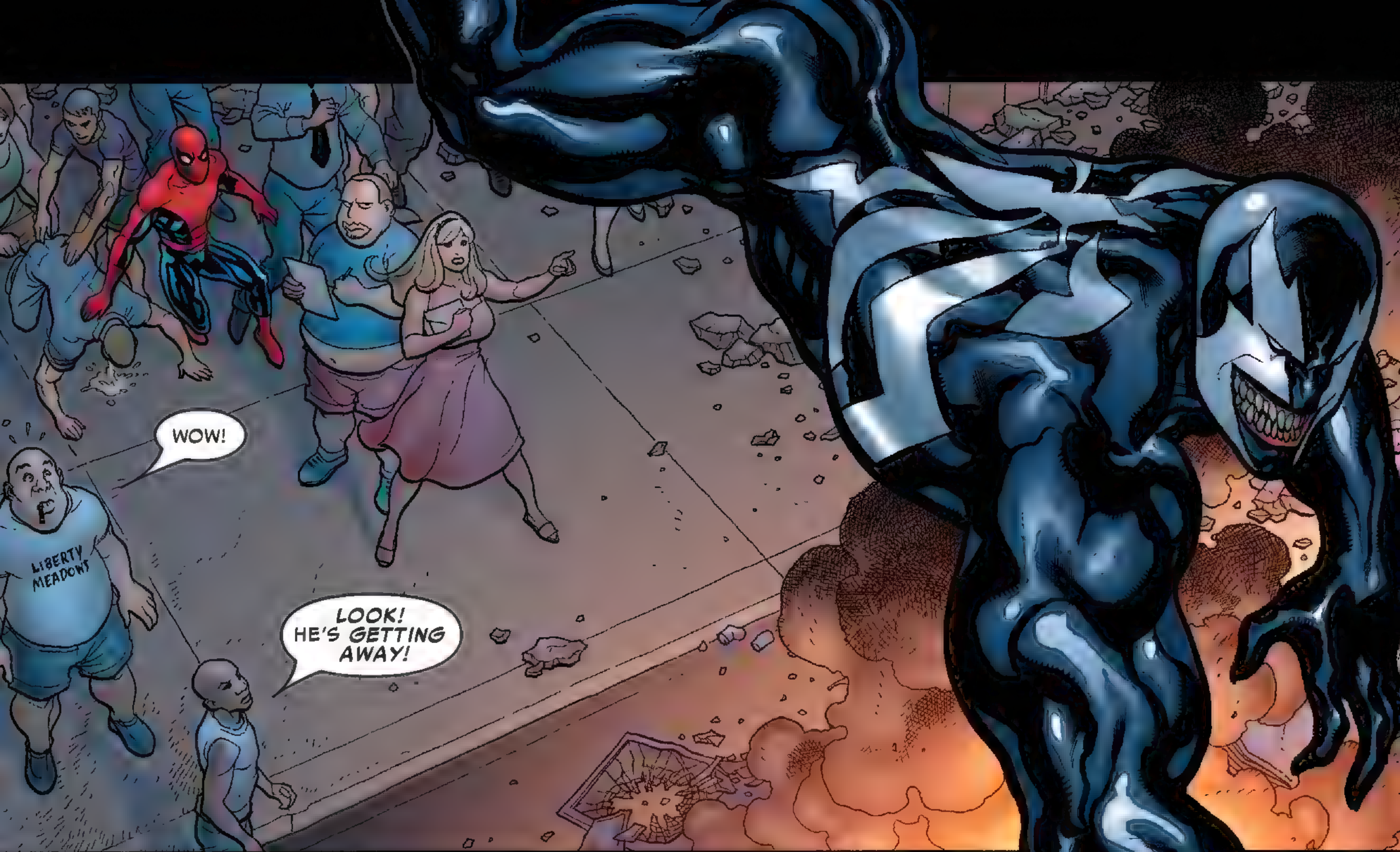


MY **DOORMAN** PROBABLY MAKES MORE MONEY THAN YOU DO!

A clock ticks, the crowd inhales, the driver looks about five feet ten, the passenger maybe a little shorter...



Time to show
this punk who
he's **DEALING**
with here.





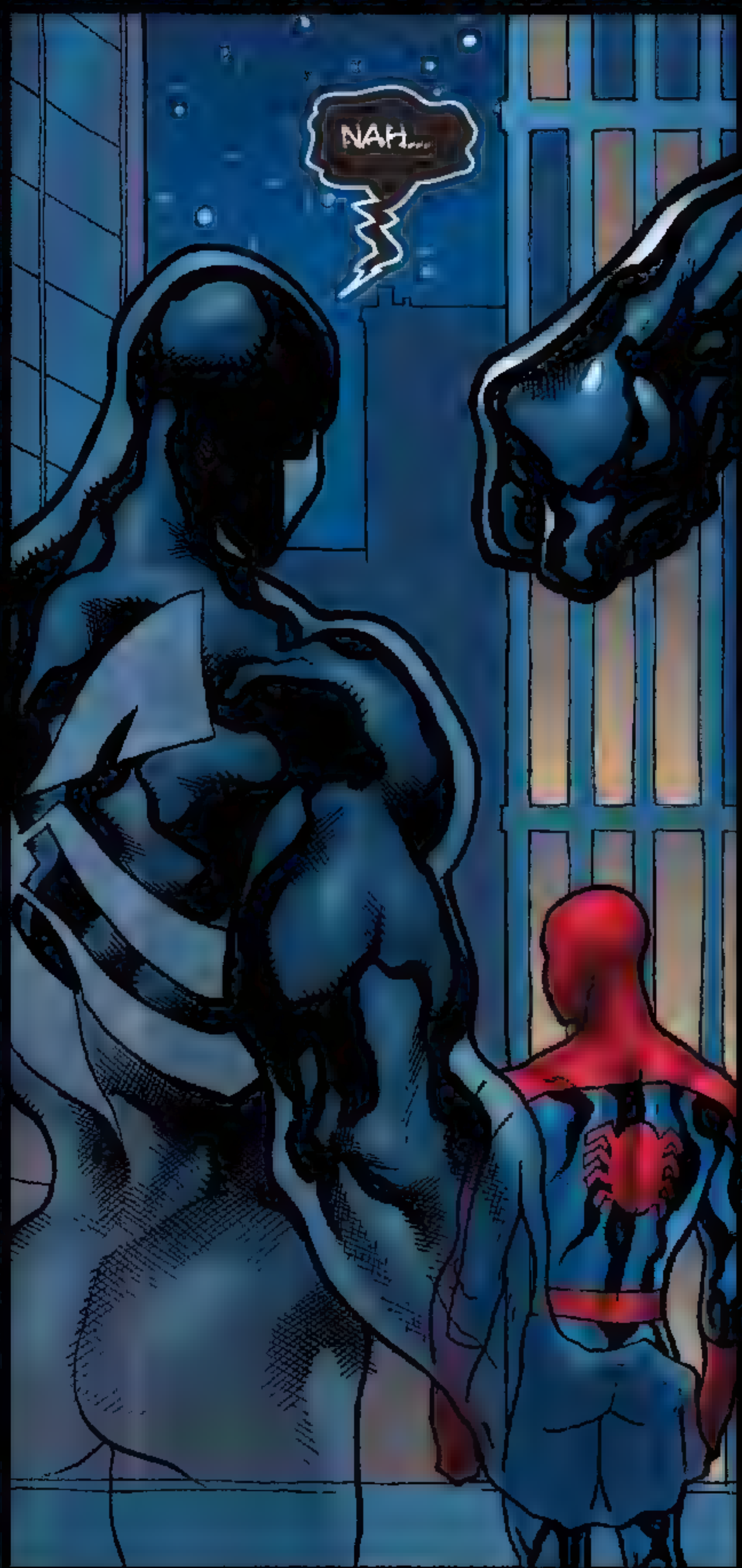
DON'T LISTEN TO IT, ANGELO!
THE SUIT JUST FEEDS ON HATE! IT DOESN'T
CARE ABOUT YOU! IT'S ONLY GONNA CHEW YOU UP AND
SPIT YOU OUT LIKE IT CHEWED UP **EDDIE BROCK**!



YOU THINK
BROCK LOOKED
HAPPY BACK THERE?
YOU THINK BEING A
MONSTER FEELS
ANY BETTER THAN
BEING A JERK?



THAT CLASSMATE
YOU KILLED IS NEVER
COMING BACK, MAN!
YOU REALLY WANT TO BE
REMEMBERED AS THE
GUY WHO MURDERED
AN INNOCENT
BYSTANDER?



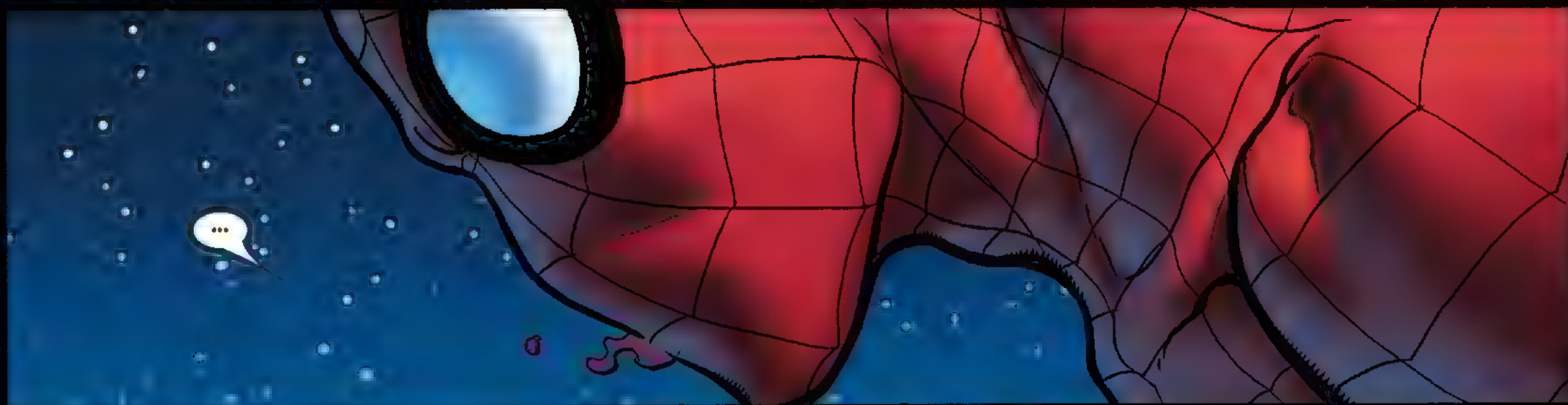
NAH...



...JUST THE
GUY WHO KILLED
SPIDER-MAN.

WHAT?





...



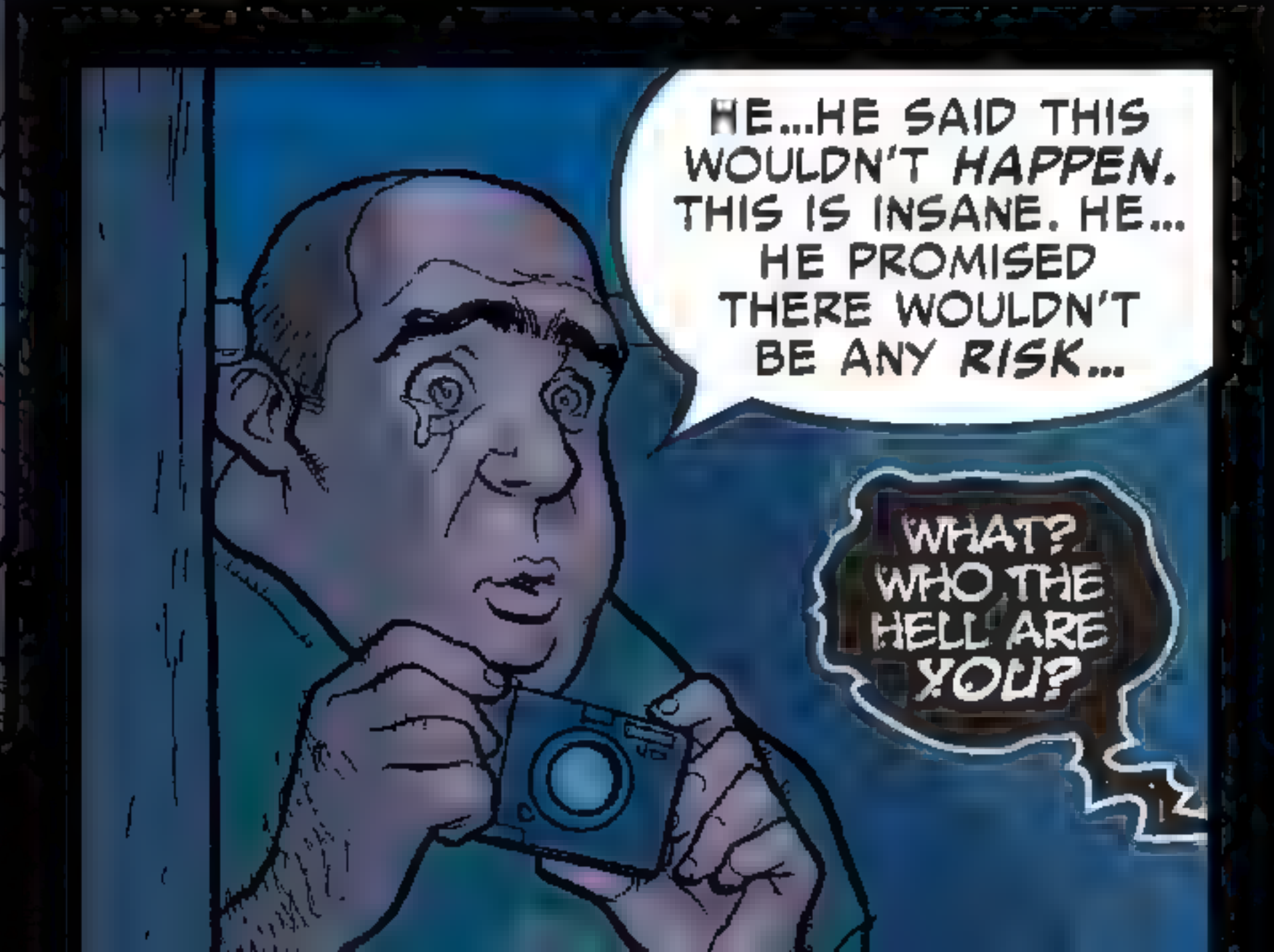
OH MY GOD.
I DID IT. I KILLED HIM.

ALL THOSE BIG GUYS OUT THERE... GREEN GOBLIN, DOCTOR DOOM, DOCTOR OCTOPUS AND ALL THOSE CLOWNS... I JUST DID WHAT NONE OF THEM COULD DO... EVEN WHEN THEY ALL GANGED UP.
AND YOU KNOW WHAT? IT WASN'T EVEN THAT DIFFICULT.



I KILLED HIM FOR YOU, DAD. YOU HEAR ME?

ANGELO FORTUNATO JUST KILLED SPIDER-MAN!



HE...HE SAID THIS WOULDN'T HAPPEN. THIS IS INSANE. HE... HE PROMISED THERE WOULDN'T BE ANY RISK...

WHAT? WHO THE HELL ARE YOU?



ALL WE WANTED WAS THE BUGLE'S FIVE MILLION FOR SPIDER-MAN'S **SECRET IDENTITY**. NOBODY WAS SUPPOSED TO GET HURT. NOBODY WAS SUPPOSED TO DIE...

OH &*\$#~

No more **CHANCES**, dirtbag.

CRASH!

I **KNOW** you were the family joke. I **KNOW** people poked fun at you your entire life. I **KNOW** these powers were your first chance to dazzle your old man, but that's **STILL** no excuse...







STAY FOCUSED,
ANGELO! FIGHT
BACK, YOU LITTLE
RUNT! FIGHT BACK
OR I'LL KILL YOU
MYSELF!



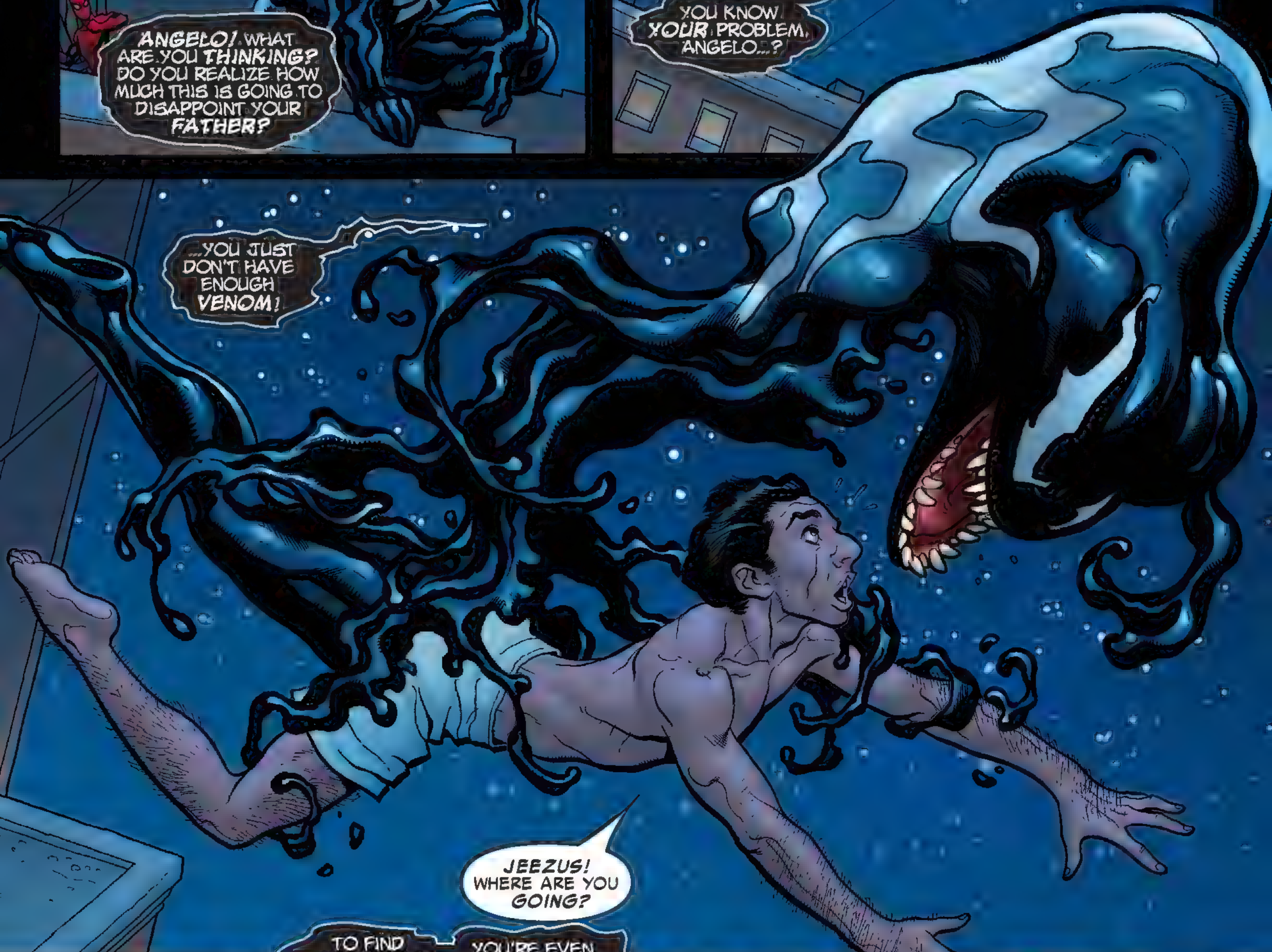
I CAN'T. HE'S TOO GOOD
AT THIS. WHAT CHANCE DOES
SOMEONE LIKE ME HAVE
AGAINST SPIDER-MAN, FOR
GOD'S SAKE? I SHOULD
NEVER HAVE LISTENED
TO YOU!

ANGELO! WHAT
ARE YOU THINKING?
DO YOU REALIZE HOW
MUCH THIS IS GOING TO
DISAPPOINT YOUR
FATHER?



DAD'S BEEN
DISAPPOINTED IN ME
SINCE THE SECOND I
WAS BORN, MAN. THIS
IS ALL JUST BUSINESS
AS USUAL.

SIGH.
YOU KNOW
YOUR PROBLEM,
ANGELO...?

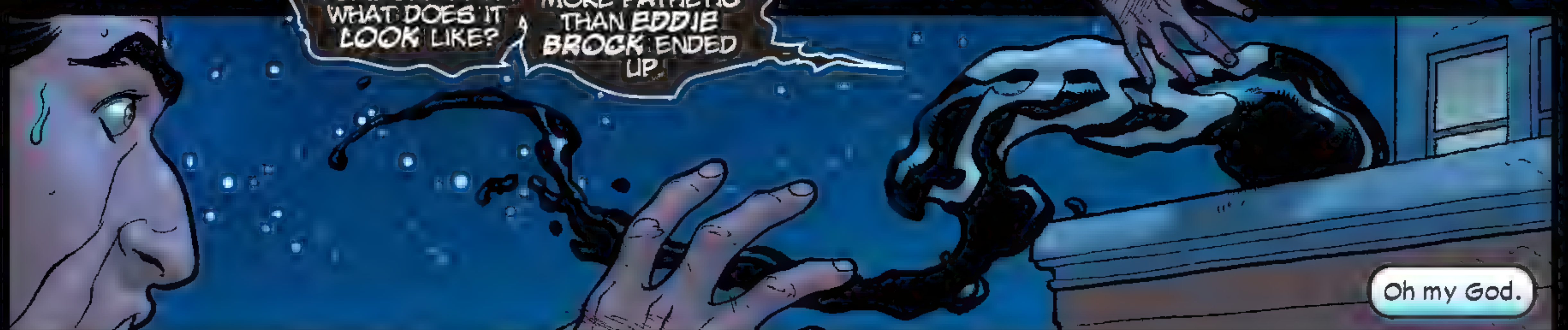


...YOU JUST
DON'T HAVE
ENOUGH
VENOM!

JEEZUS!
WHERE ARE YOU
GOING?

TO FIND
SOMEONE ELSE.
WHAT DOES IT
LOOK LIKE?

YOU'RE EVEN
MORE PATHETIC
THAN EDDIE
BROCK ENDED
UP.



Oh my God.

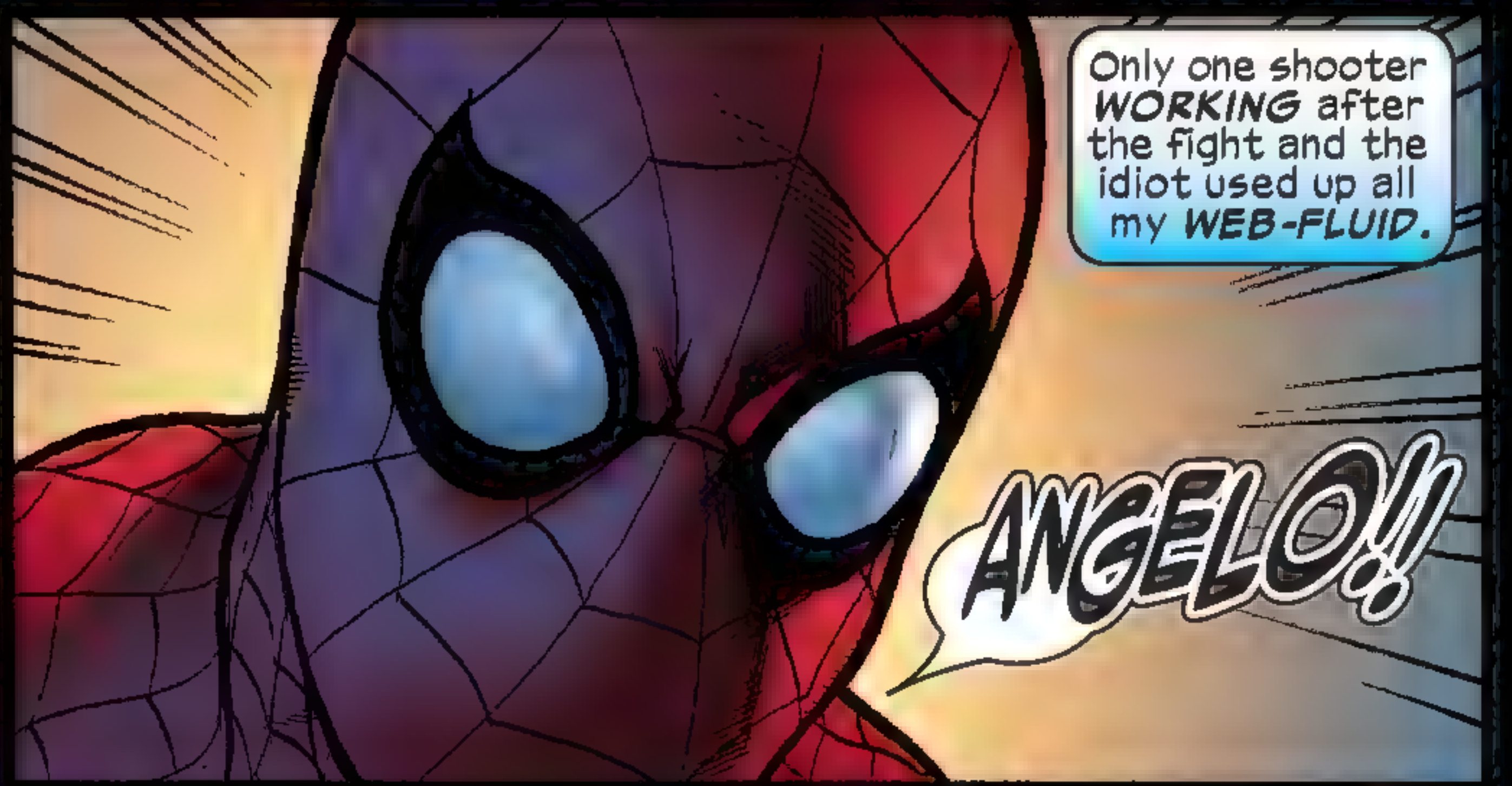


ANGELO!
GO LIMP!



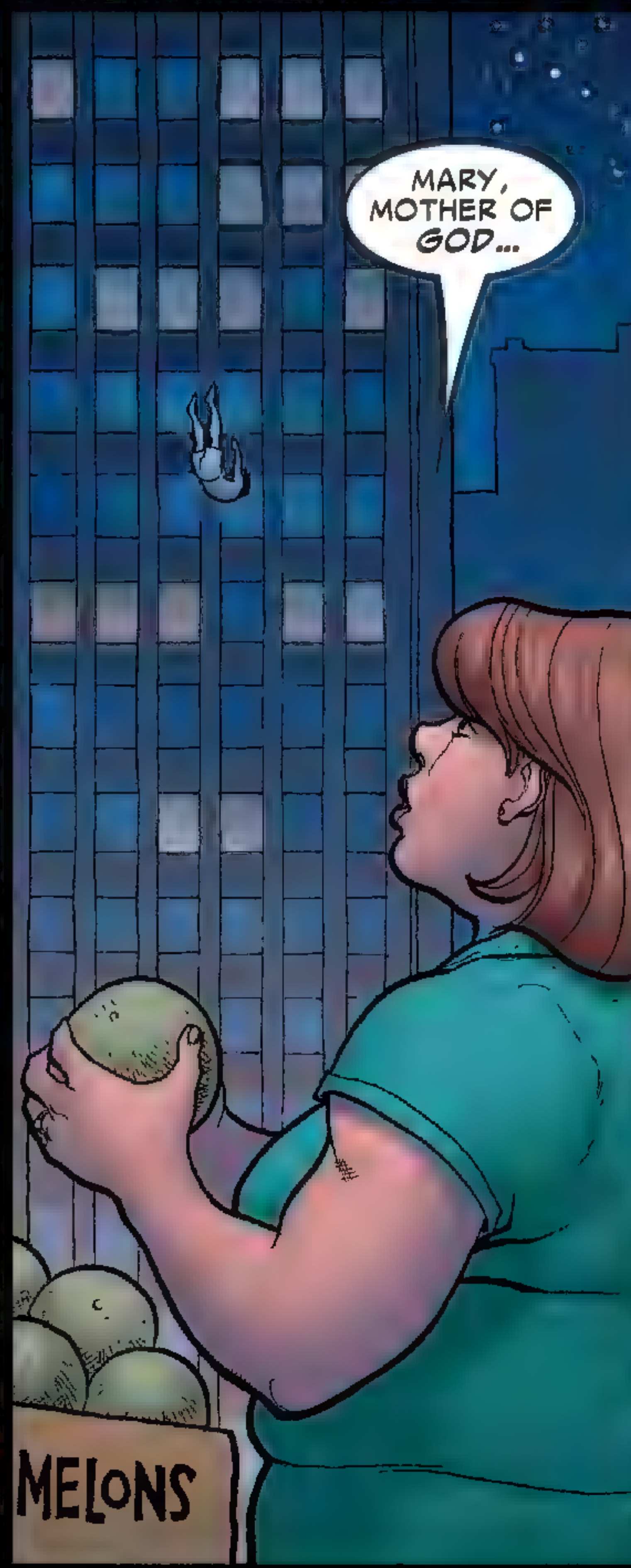
No!

Oh no...

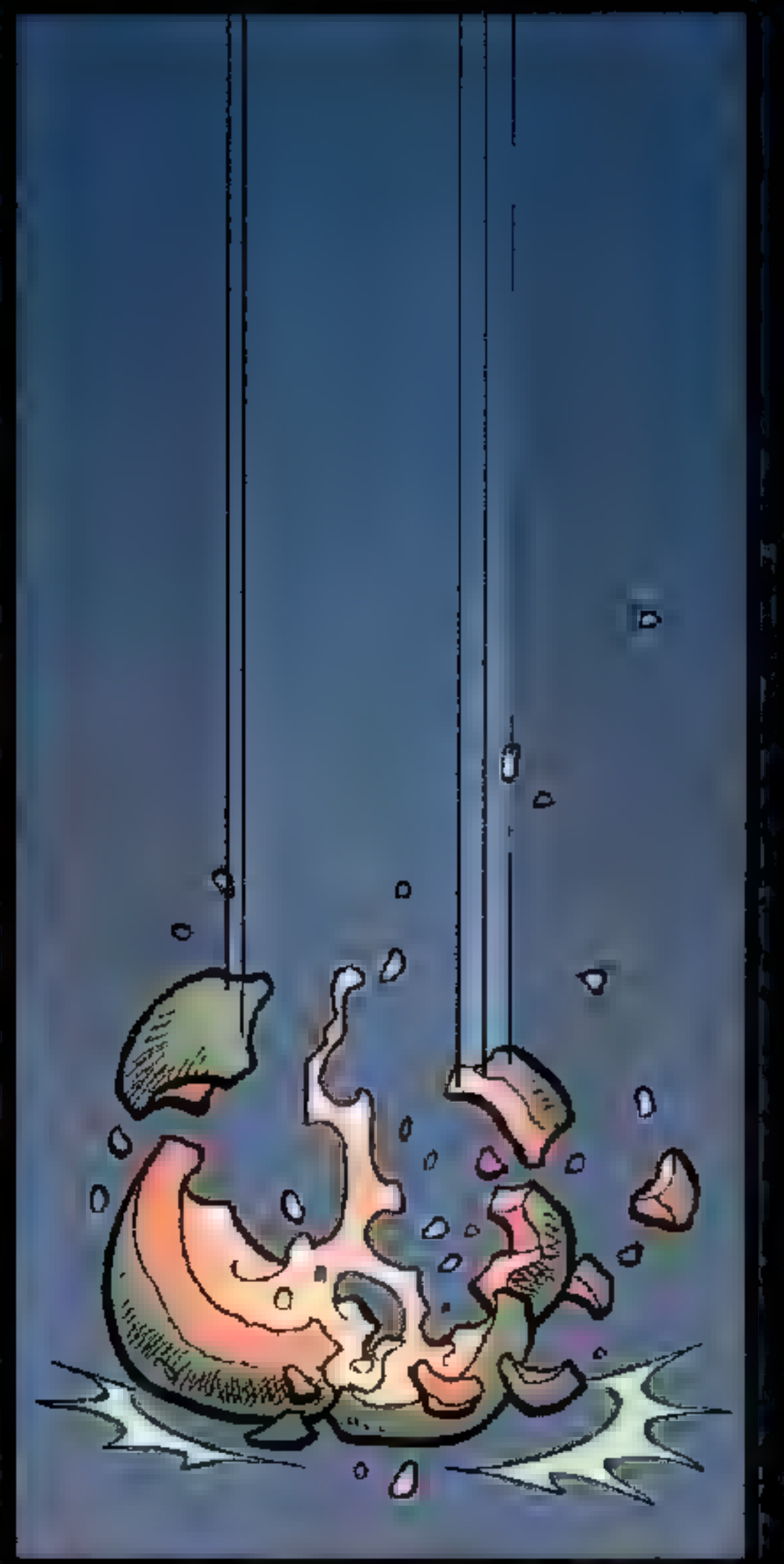


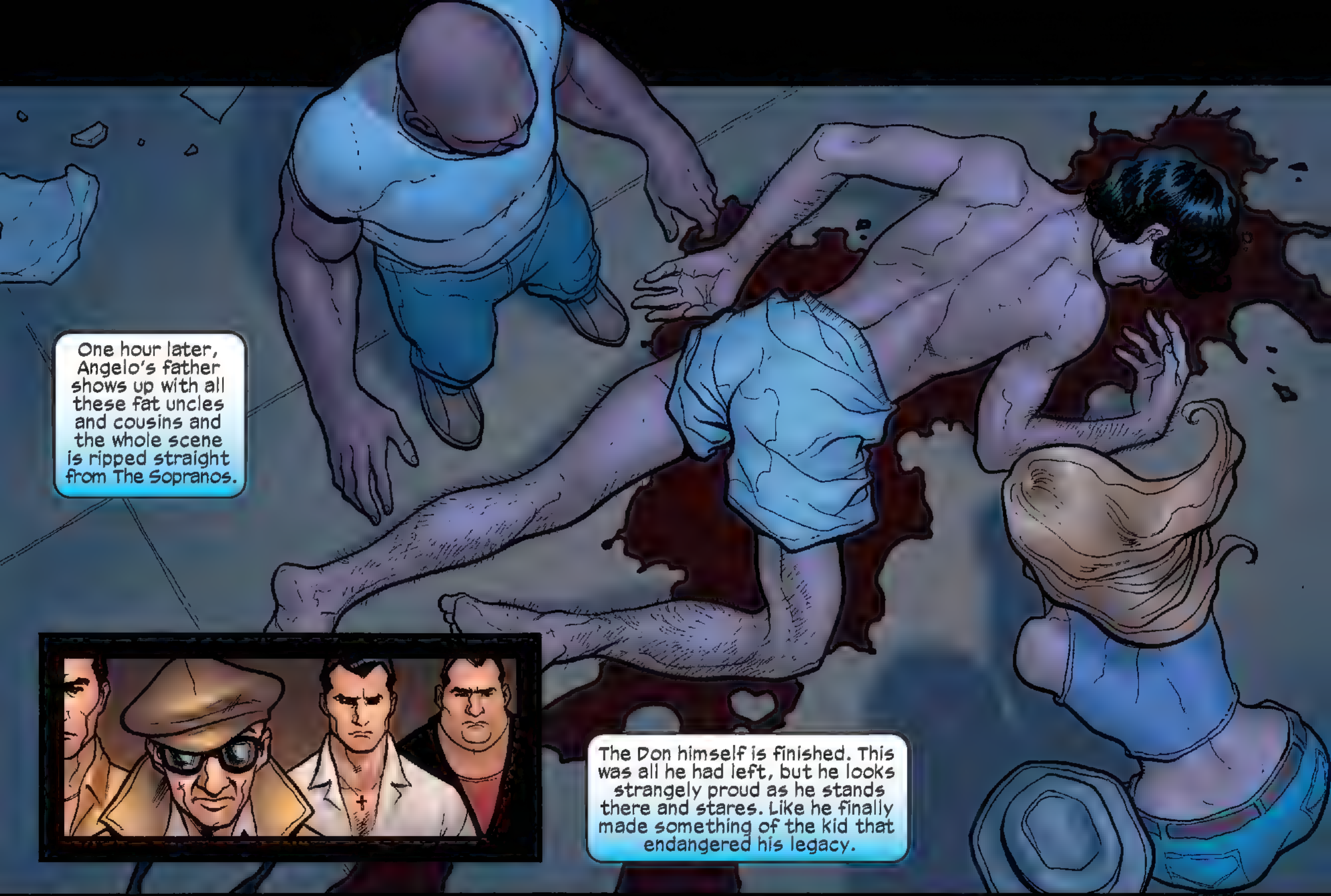
Only one shooter
WORKING after
the fight and the
idiot used up all
my **WEB-FLUID**.

ANGELO!!



MARY,
MOTHER OF
GOD...





One hour later, Angelo's father shows up with all these fat uncles and cousins and the whole scene is ripped straight from *The Sopranos*.

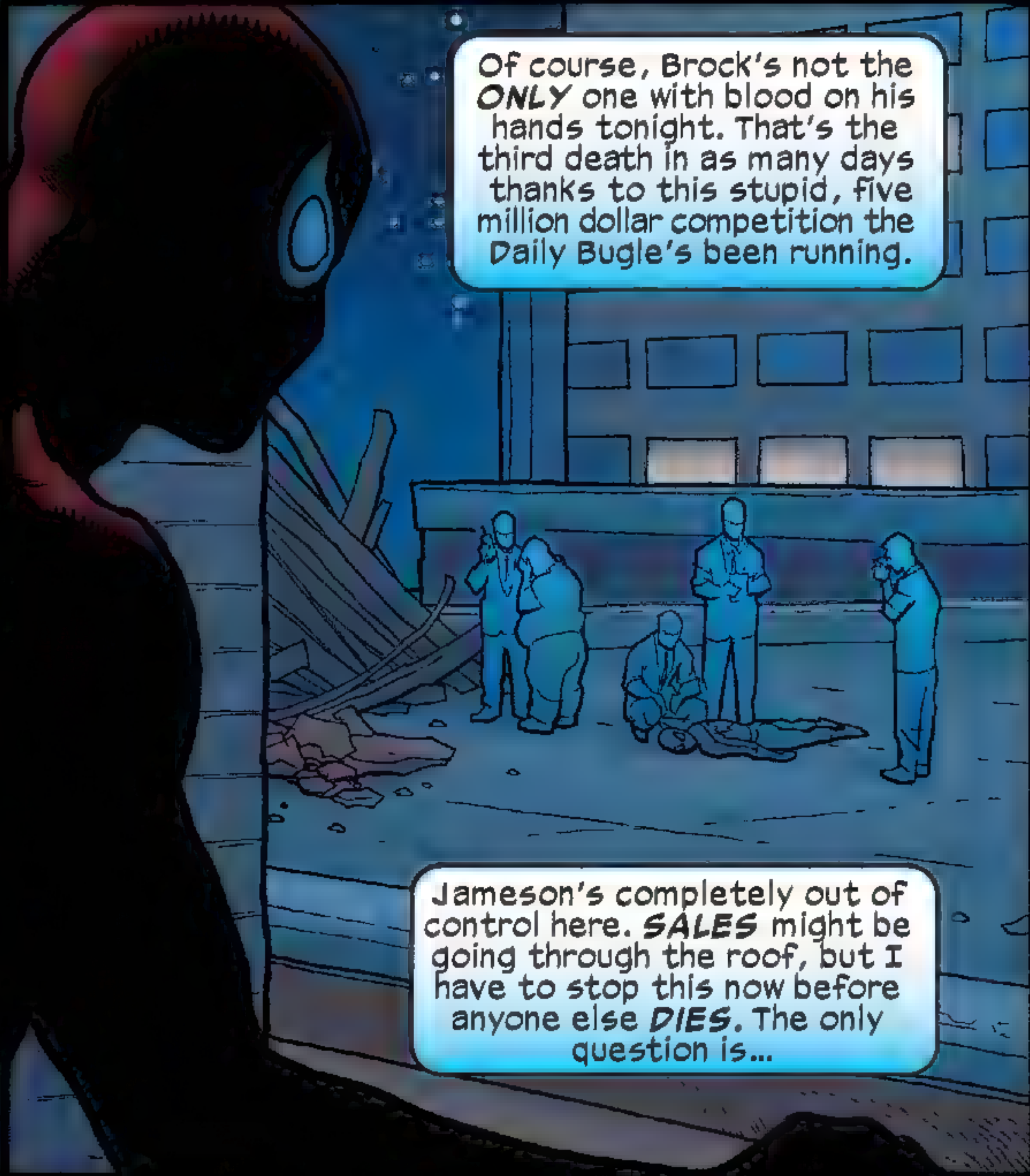


The Don himself is finished. This was all he had left, but he looks strangely proud as he stands there and stares. Like he finally made something of the kid that endangered his legacy.



Poor **EDDIE BROCK**. He opened up his wrists at Fifty-Third and Broadway and doesn't look like he'll make the night.

He **TRIED** to be good. He tried to make up for all those horrible things he'd done in the past, but he's only unleashed the worst aspect of himself now...a **MONSTER** without a **CONSCIENCE**.



Of course, Brock's not the **ONLY** one with blood on his hands tonight. That's the third death in as many days thanks to this stupid, five million dollar competition the Daily Bugle's been running.

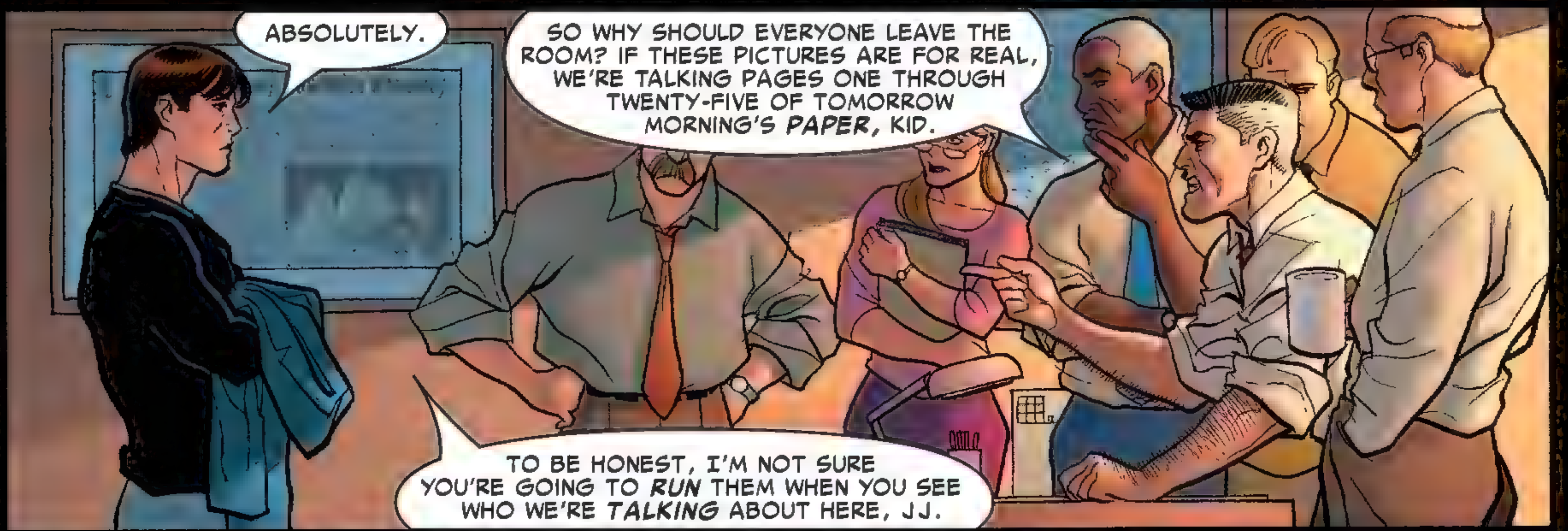
Jameson's completely out of control here. **SALES** might be going through the roof, but I have to stop this now before anyone else **DIES**. The only question is...

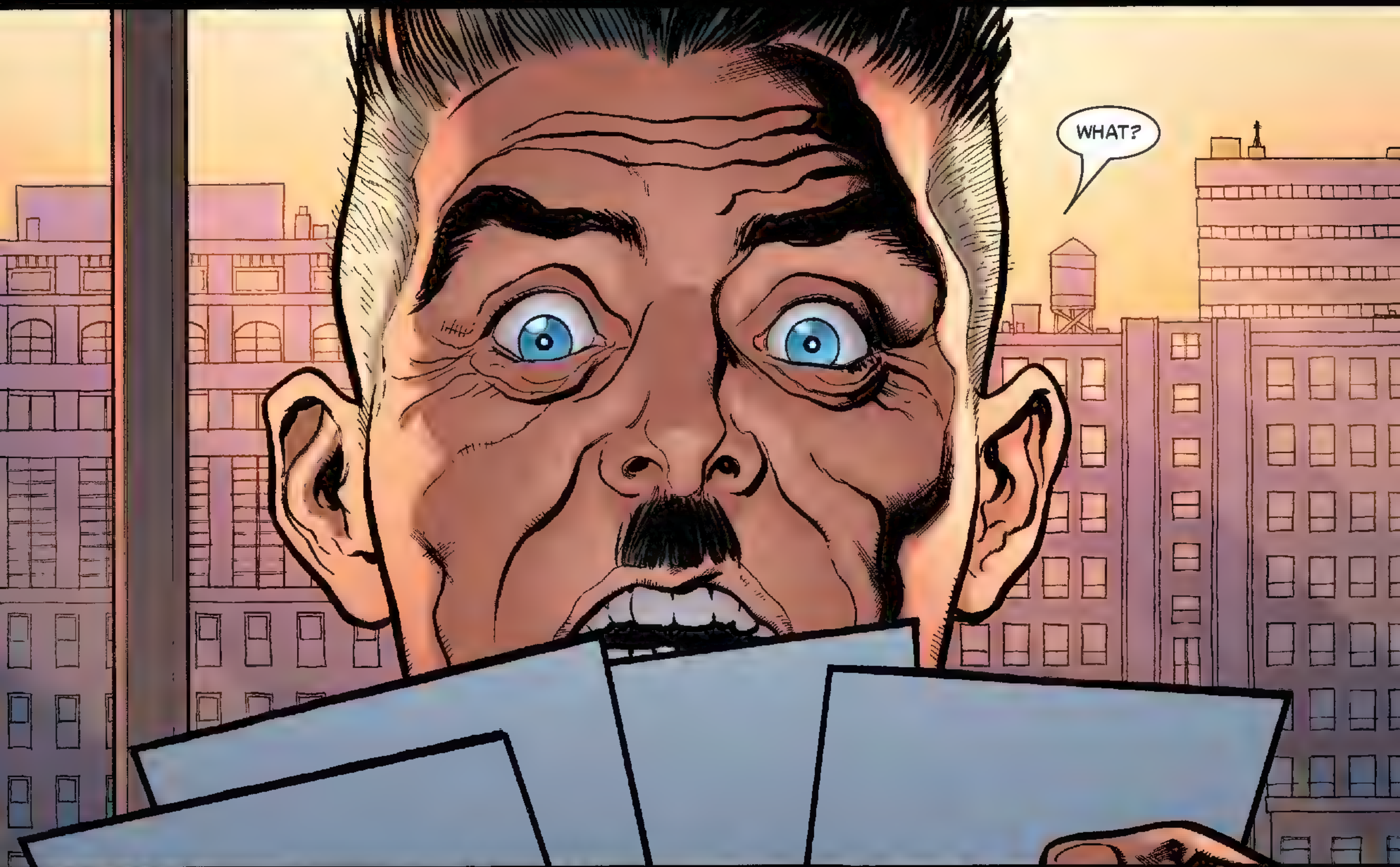


...am I sneaky enough to pull this off?

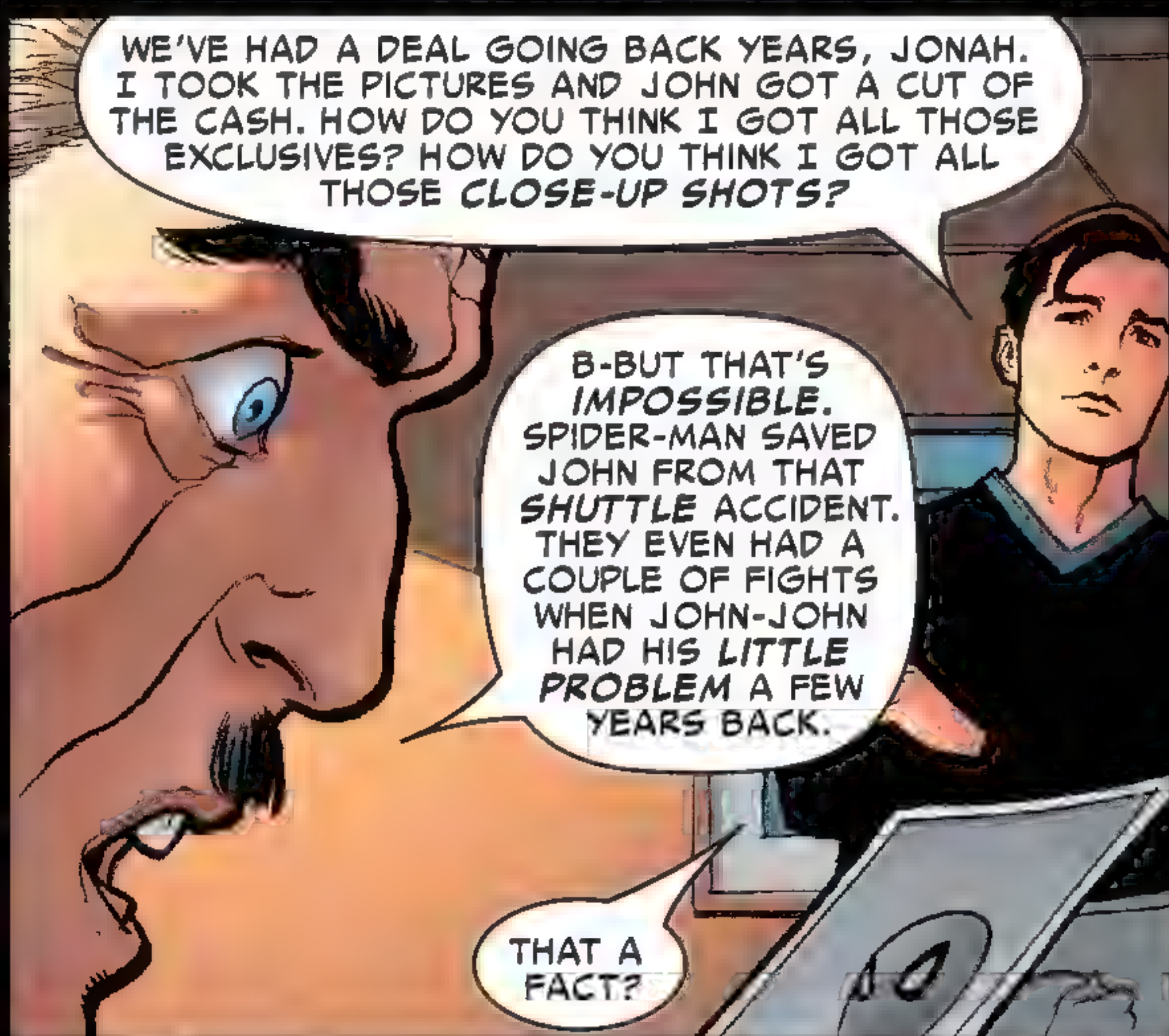
WAIT A MINUTE, WAIT A MINUTE.

WHAT EXACTLY ARE YOU **SAYING** HERE, PARKER? ARE YOU TELLING ME YOU'VE **WON** THIS COMPETITION? YOU'VE FIGURED OUT WHO **SPIDER-MAN** REALLY IS?





WHAT?



WE'VE HAD A DEAL GOING BACK YEARS, JONAH. I TOOK THE PICTURES AND JOHN GOT A CUT OF THE CASH. HOW DO YOU THINK I GOT ALL THOSE EXCLUSIVES? HOW DO YOU THINK I GOT ALL THOSE *CLOSE-UP SHOTS*?

B-BUT THAT'S *IMPOSSIBLE*. SPIDER-MAN SAVED JOHN FROM THAT *SHUTTLE* ACCIDENT. THEY EVEN HAD A COUPLE OF FIGHTS WHEN JOHN-JOHN HAD HIS *LITTLE PROBLEM* A FEW YEARS BACK.

THAT A FACT?



YOU NEVER READ COMIC BOOKS GROWING UP? YOU NEVER SEE THE STUNTS SUPER HEROES PULL TO TO PROTECT THEIR SECRET IDENTITIES?

WHY ELSE DO YOU THINK SPIDER-MAN'S BEEN PLAYING GAGS ON HIS *OLD MAN* ALL THESE YEARS? HE'S BEEN DOING EVERYTHING HE *COULD* TO THROW PEOPLE OFF THE SCENT.

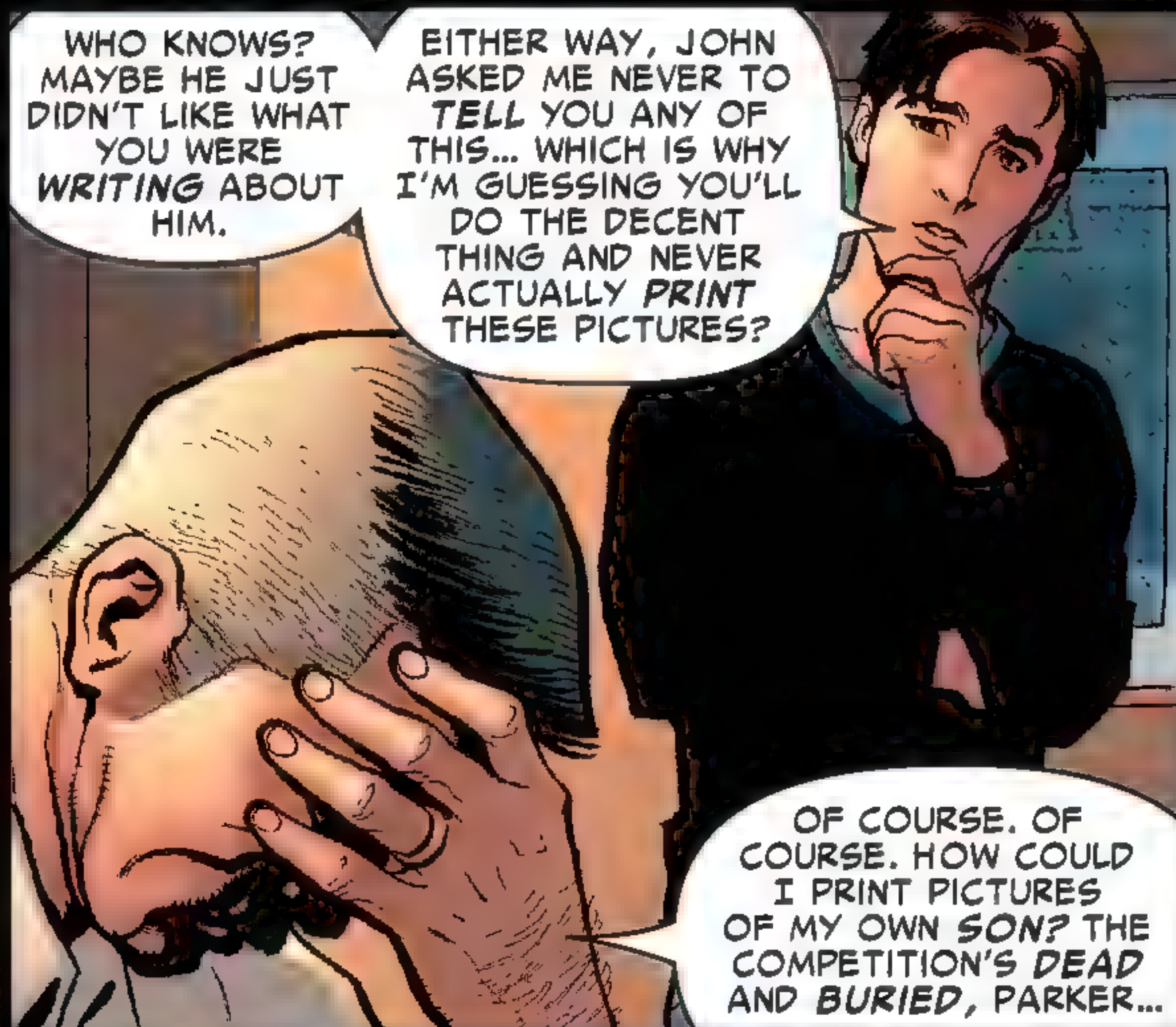


OH MY GOD.

ARE YOU *SURE* ABOUT THIS, PARKER?

HE'S USING JOHN'S *BATHROOM* HERE, JONAH.

BUT WHY WOULDN'T HE TELL ME?



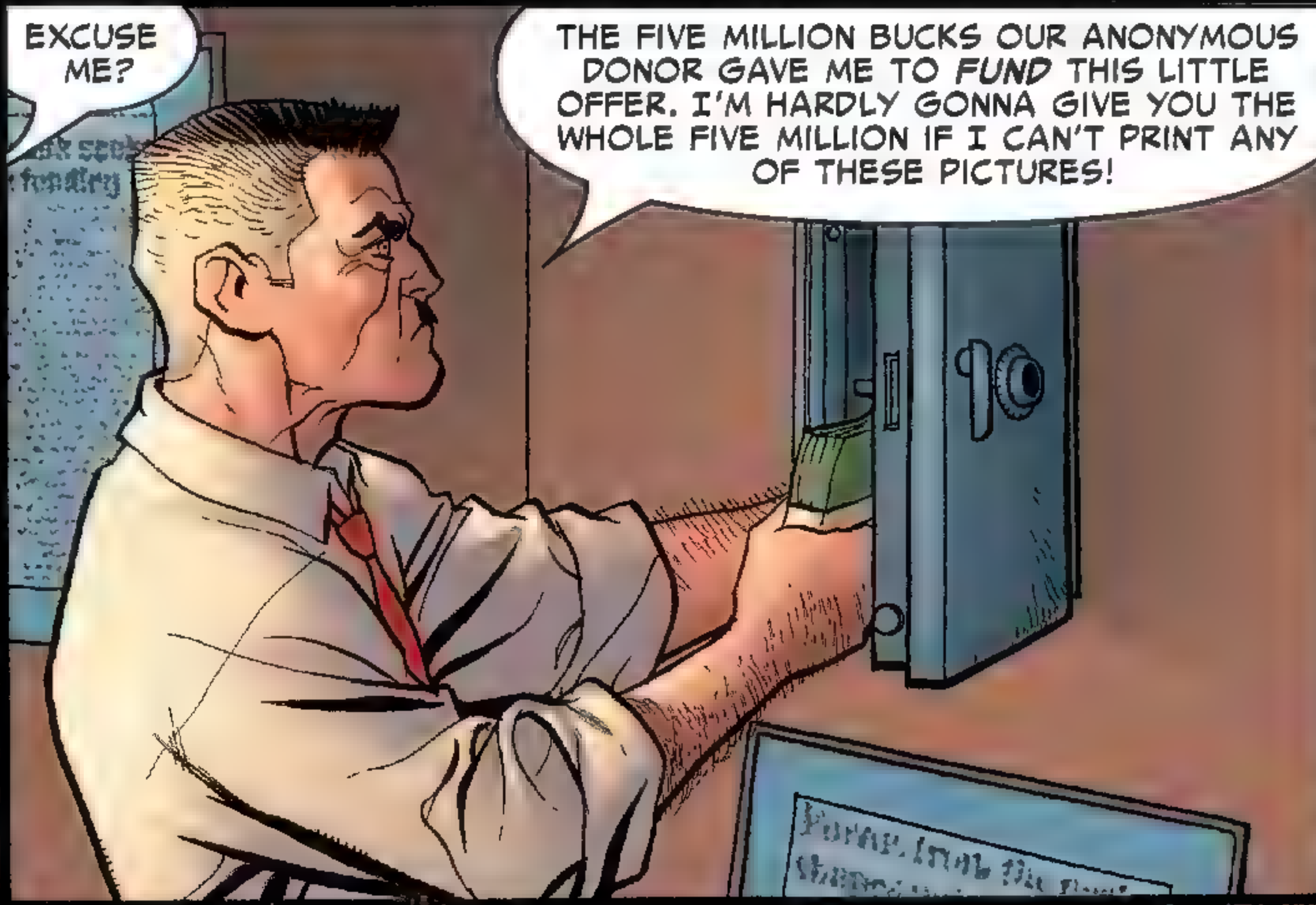
WHO KNOWS? MAYBE HE JUST DIDN'T LIKE WHAT YOU WERE *WRITING* ABOUT HIM.

EITHER WAY, JOHN ASKED ME NEVER TO *TELL* YOU ANY OF THIS... WHICH IS WHY I'M GUESSING YOU'LL DO THE DECENT THING AND NEVER ACTUALLY *PRINT* THESE PICTURES?

OF COURSE. OF COURSE. HOW COULD I PRINT PICTURES OF MY OWN *SON*? THE COMPETITION'S *DEAD* AND *BURIED*, PARKER...

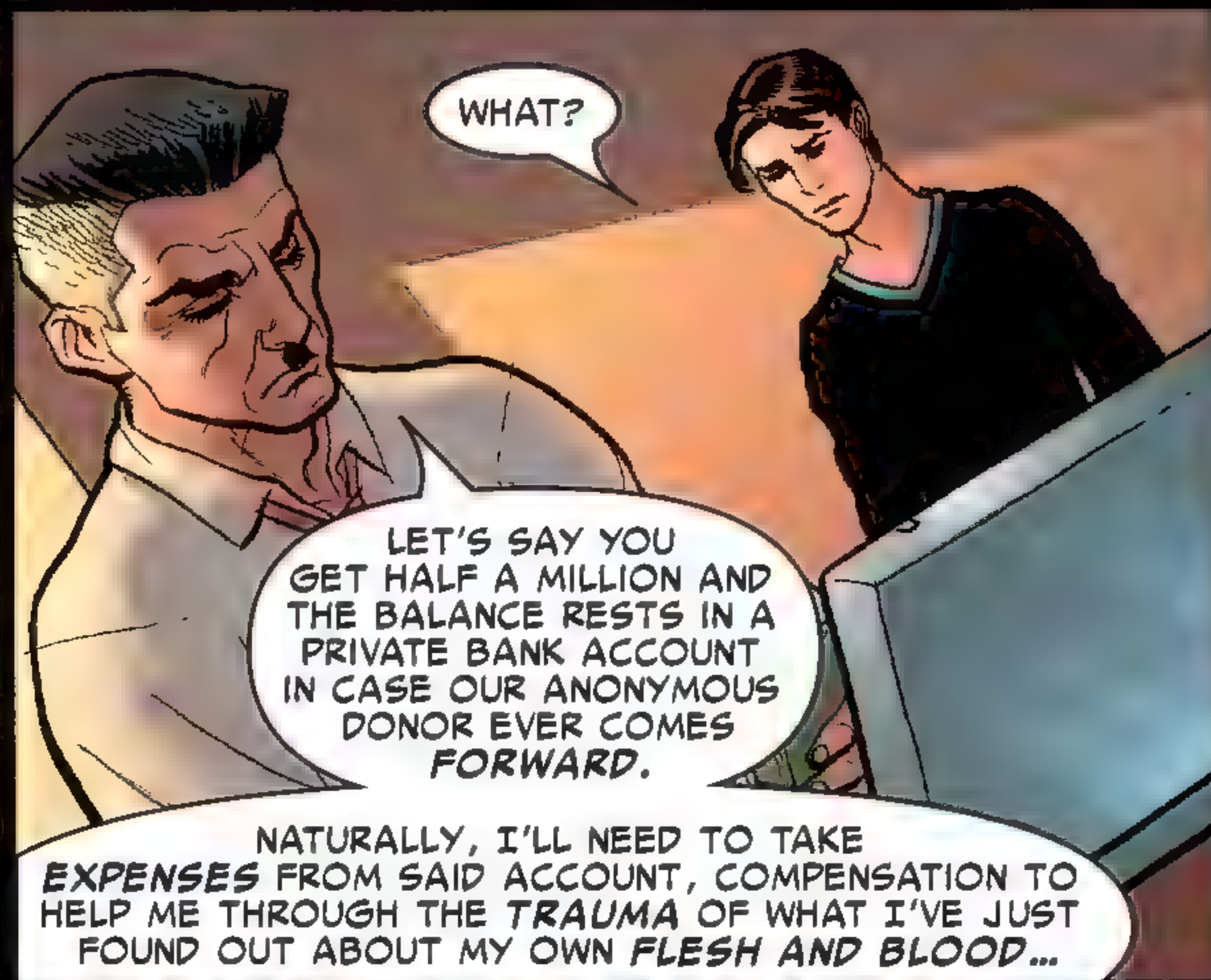


...BUT
WHAT ABOUT
THE PRIZE
MONEY?



EXCUSE
ME?

THE FIVE MILLION BUCKS OUR ANONYMOUS
DONOR GAVE ME TO FUND THIS LITTLE
OFFER. I'M HARDLY GONNA GIVE YOU THE
WHOLE FIVE MILLION IF I CAN'T PRINT ANY
OF THESE PICTURES!



WHAT?

LET'S SAY YOU
GET HALF A MILLION AND
THE BALANCE RESTS IN A
PRIVATE BANK ACCOUNT
IN CASE OUR ANONYMOUS
DONOR EVER COMES
FORWARD.

NATURALLY, I'LL NEED TO TAKE
EXPENSES FROM SAID ACCOUNT, COMPENSATION TO
HELP ME THROUGH THE TRAUMA OF WHAT I'VE JUST
FOUND OUT ABOUT MY OWN FLESH AND BLOOD...

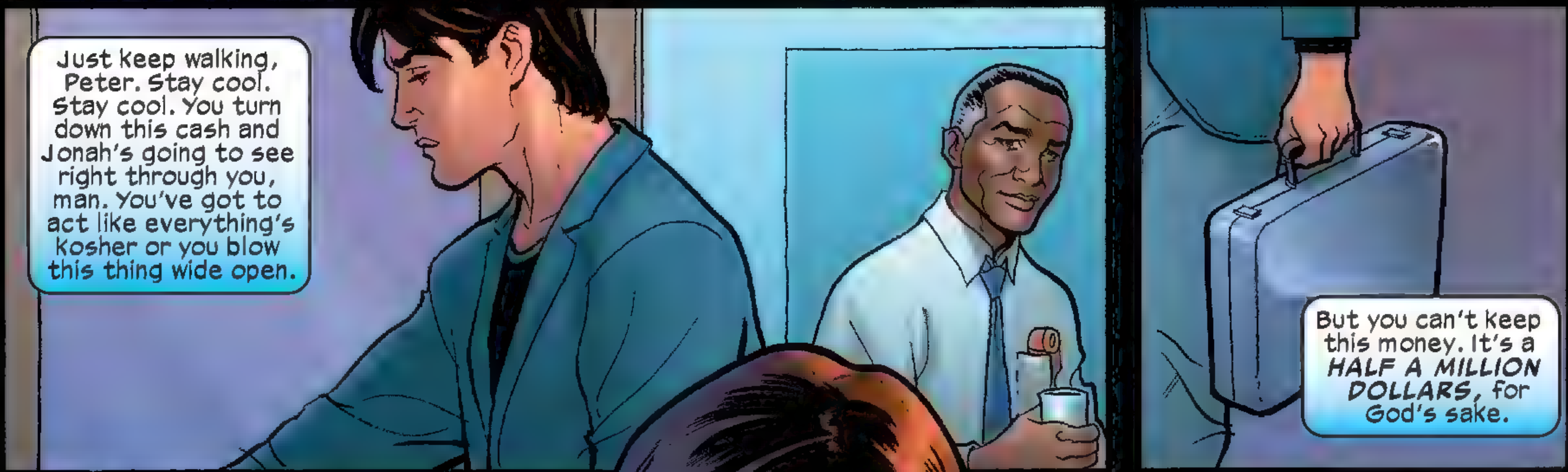


BUT I DON'T WANT HALF A
MILLION DOLLARS...

DON'T TRY
TO HUSTLE ME, YOU LITTLE CROOK.
TEN PERCENT IS WAY TOO GENEROUS FOR
PHOTOGRAPHS I'M NEVER GONNA USE. TAKE
YOUR MONEY AND GET OUT OF HERE, KID...

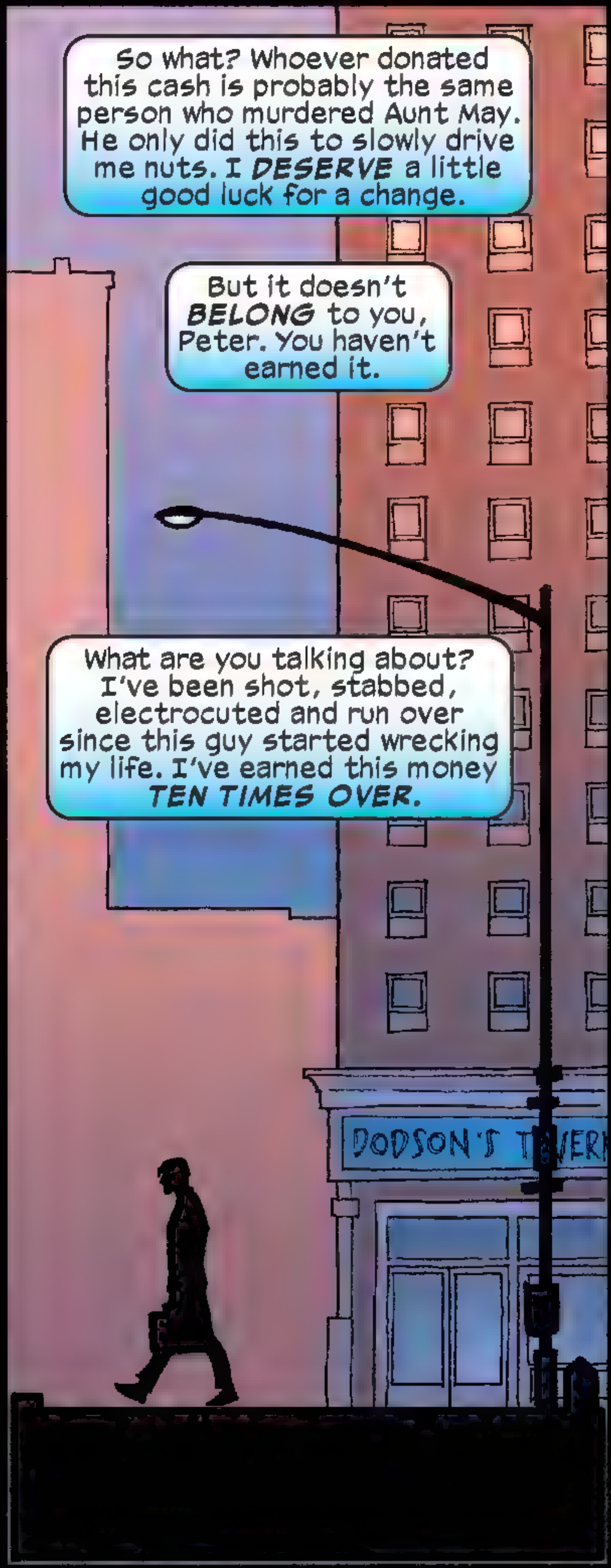


...I OBVIOUSLY
GOT A LOT OF
THINKING TO DO
BEFORE I GO HOME
TONIGHT.



Just keep walking, Peter. Stay cool. Stay cool. You turn down this cash and Jonah's going to see right through you, man. You've got to act like everything's kosher or you blow this thing wide open.

But you can't keep this money. It's a **HALF A MILLION DOLLARS**, for God's sake.



So what? Whoever donated this cash is probably the same person who murdered Aunt May. He only did this to slowly drive me nuts. I **DESERVE** a little good luck for a change.

But it doesn't **BELONG** to you, Peter. You haven't earned it.

What are you talking about? I've been shot, stabbed, electrocuted and run over since this guy started wrecking my life. I've earned this money **TEN TIMES OVER**.



If you can't give it back you have to give it away, Peter.

Are you **INSANE**? This could wipe out all those **DEBTS** Mary Jane rung up. This money could be the answer to all our problems.

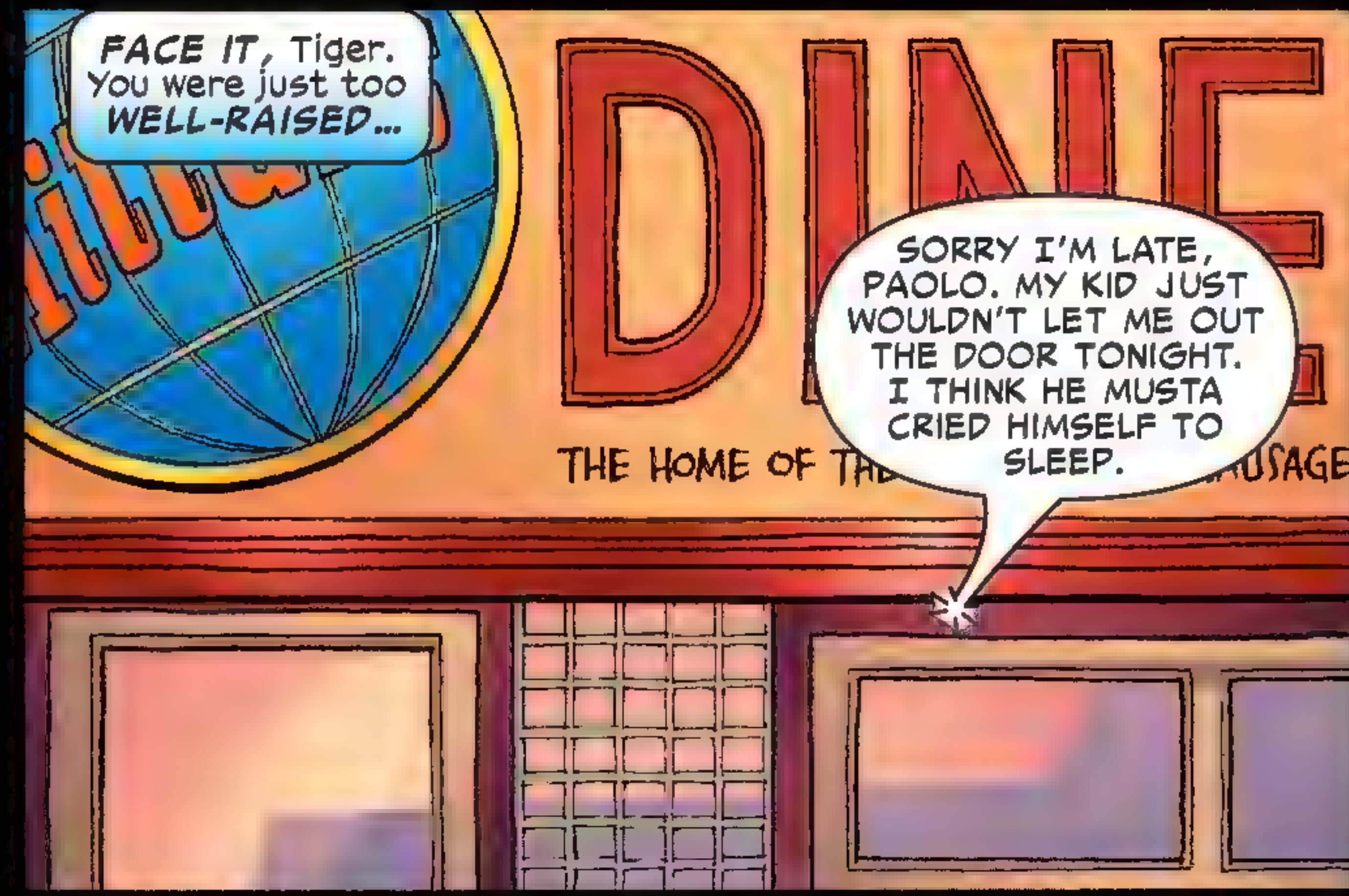
But it's not **YOUR** money, Peter.

JAMESON seemed happy enough.



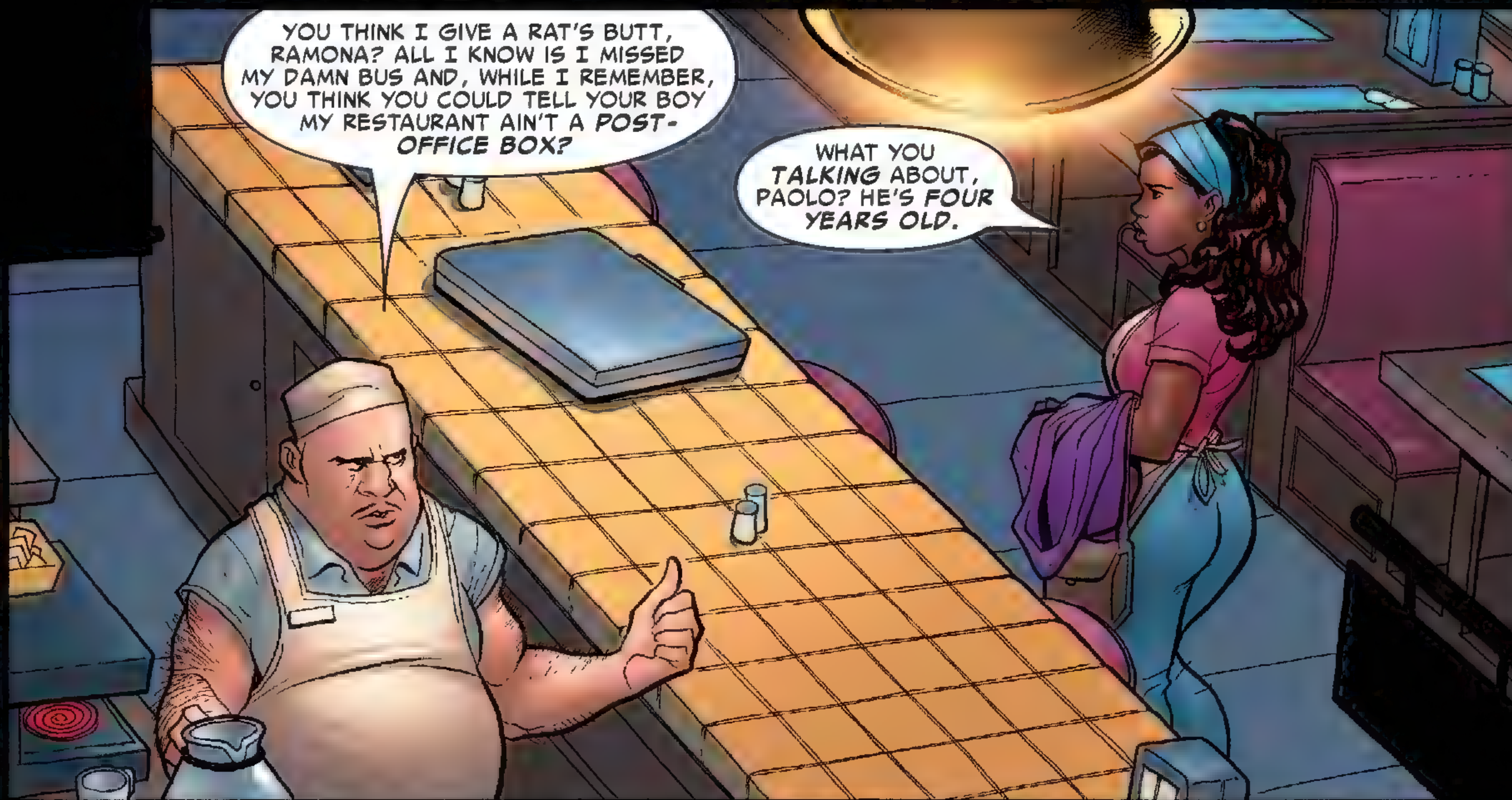
But it's **NOT YOUR MONEY**.

Oh God.



FACE IT, Tiger. You were just too **WELL-RAISED...**

SORRY I'M LATE, PAOLO. MY KID JUST WOULDN'T LET ME OUT THE DOOR TONIGHT. I THINK HE MUSTA CRIED HIMSELF TO SLEEP.



YOU THINK I GIVE A RAT'S BUTT, RAMONA? ALL I KNOW IS I MISSED MY DAMN BUS AND, WHILE I REMEMBER, YOU THINK YOU COULD TELL YOUR BOY MY RESTAURANT AIN'T A POST-OFFICE BOX?

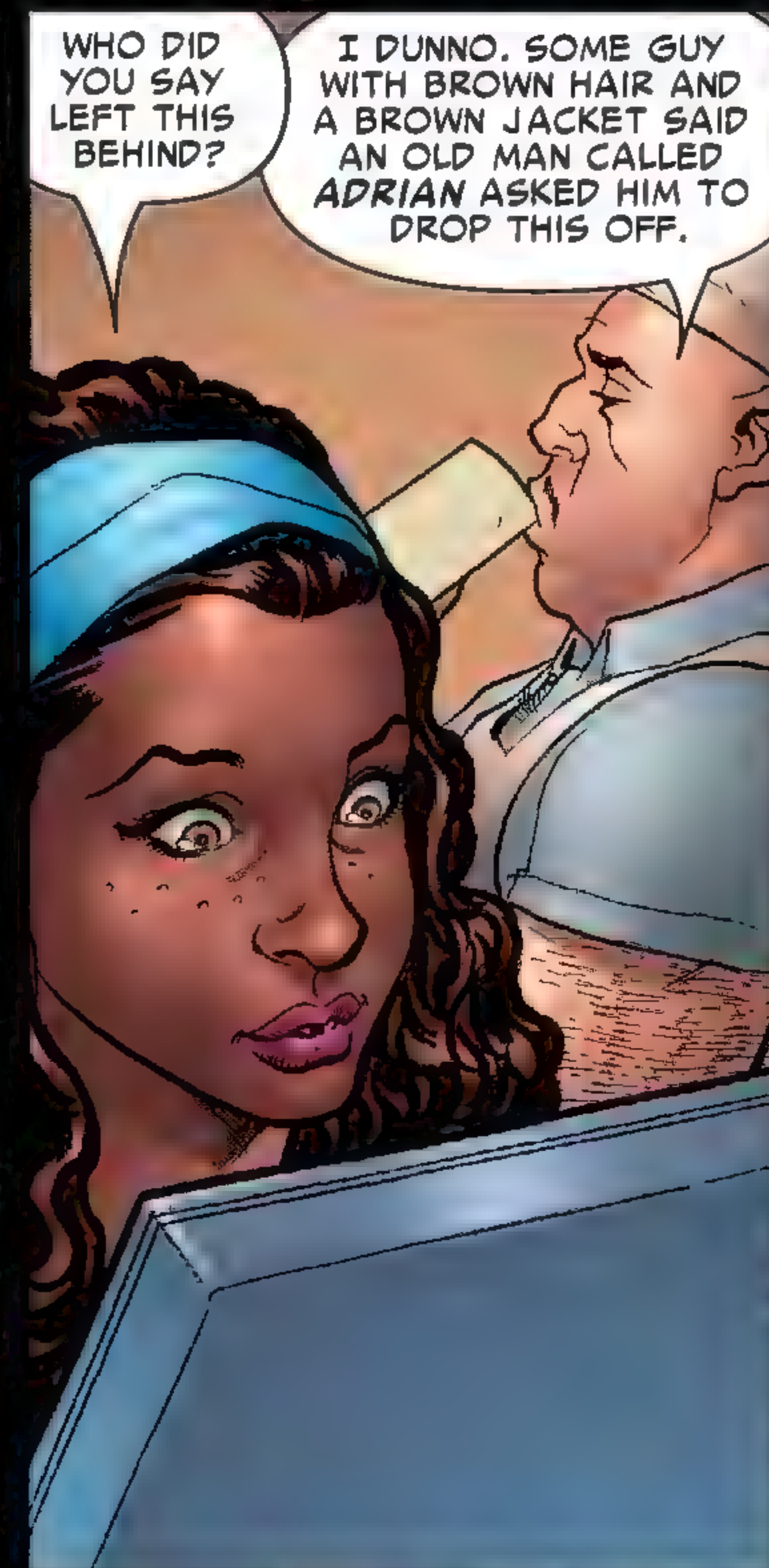
WHAT YOU TALKING ABOUT, PAOLO? HE'S FOUR YEARS OLD.



WELL, SOME GUY JUST LEFT A BIG, HEAVY CASE FOR HIM. I DON'T KNOW WHAT THE HELL'S IN THIS THING, BUT I JUST ABOUT BUST A...

SHUT UP, PAOLO.

WHAT?



WHO DID YOU SAY LEFT THIS BEHIND?

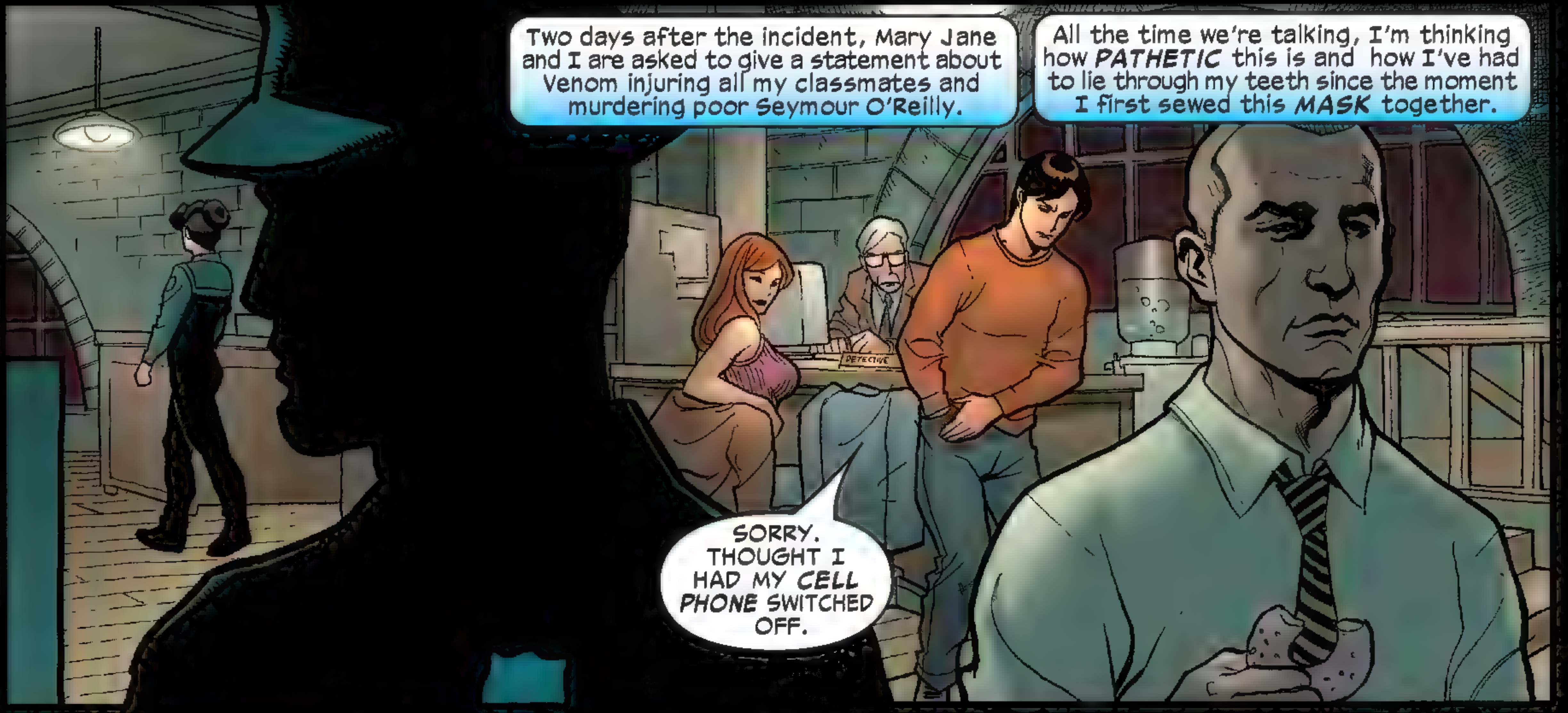
I DUNNO. SOME GUY WITH BROWN HAIR AND A BROWN JACKET SAID AN OLD MAN CALLED ADRIAN ASKED HIM TO DROP THIS OFF.



NAME MEAN ANYTHING TO YOU?



Parker, you must be just about the biggest softie in the world. Can you imagine **THE PUNISHER** doing this for one of his bad guys?



Two days after the incident, Mary Jane and I are asked to give a statement about Venom injuring all my classmates and murdering poor Seymour O'Reilly.

All the time we're talking, I'm thinking how **PATHETIC** this is and how I've had to lie through my teeth since the moment I first sewed this **MASK** together.

SORRY. THOUGHT I HAD MY **CELL** PHONE SWITCHED OFF.



As soon as I find Aunt May's killer, this stupid costume is going in the trash and **STAYING** there this time.

HELLO?

SORRY, IT'S HIS AUNT. SHE'S REALLY OLD AND SHE'S ALWAYS CALLING TO SEE IF HE CAN DO STUFF FOR HER.



HELLO, PETER. THAT WAS AN INTERESTING WAY TO SPEND YOUR SHARE OF THE MONEY I GAVE TO JAMESON. BUT WHAT ABOUT **EDDIE BROCK**?

IT'S ALWAYS A SHAME TO LOSE A **COLLEAGUE** LIKE THAT, BUT HE JUST DIDN'T FIT IN WITH THE PLANS WE HAVE FOR YOUR NEW AND IMPROVED **ROGUES GALLERY**.

WHAT? IS THIS YOU?



I'M GOING TO KILL YOU FOR THIS. DO YOU UNDERSTAND ME? I'M GOING TO HUNT YOU DOWN AND KILL YOU FOR MURDERING MY AUNT MAY.

WELL, LET'S NOT GET AHEAD OF OURSELVES, SHALL WE? THERE'S A LOT OF PEOPLE INVOLVED IN THIS SITUATION, PETER, AND TO TELL YOU THE TRUTH YOU'VE JUST SEEN THE TIP OF THE **ICEBERG** SO FAR.



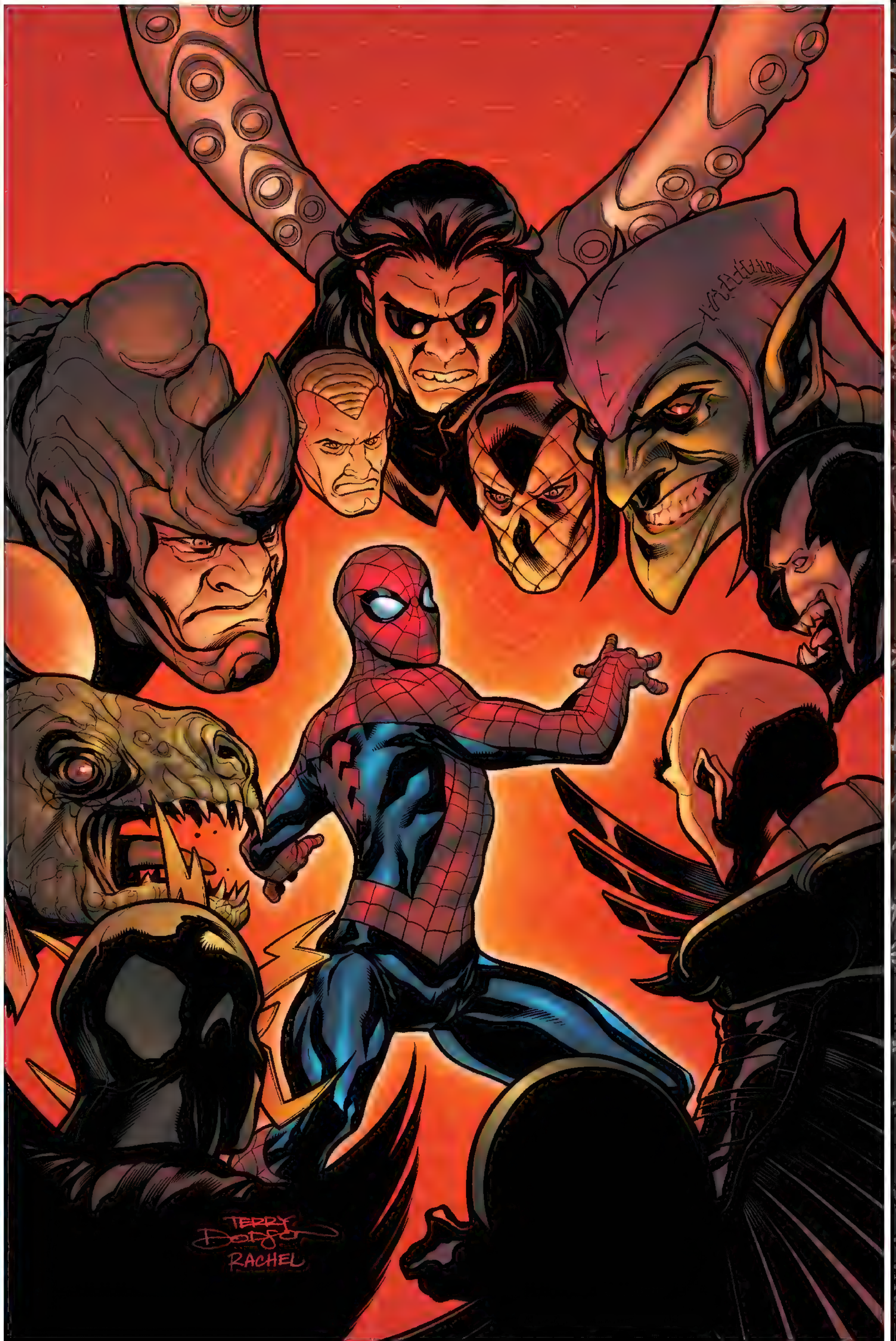
WHAT WERE THOSE **COPS** DOING WITH **OTTO OCTAVIUS**? WHY IS **OSBORN** IN SUCH **TERRIBLE DANGER**? WHY HAS DEAR OLD AUNT MAY BEEN **INTEGRAL** TO ALL MY PLANS?



MEET ME FOR
LUNCH TOMORROW
AND I'LL GIVE YOU
THE WHOLE
STORY.

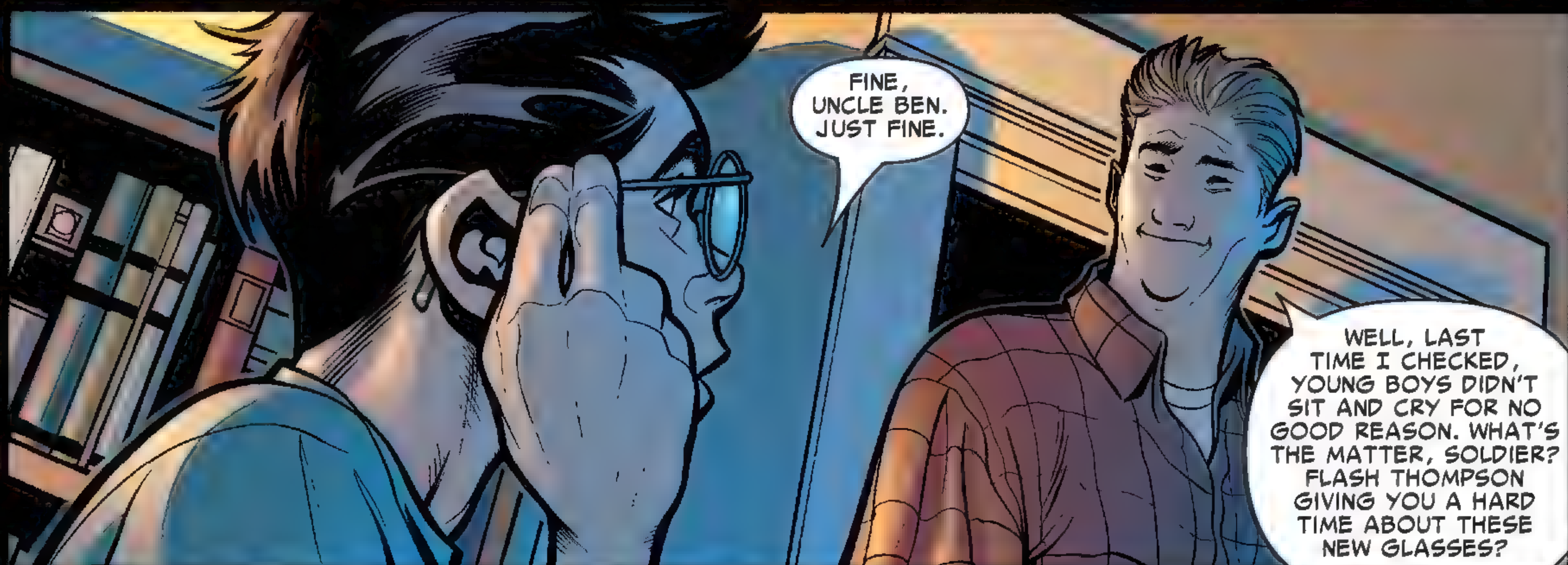


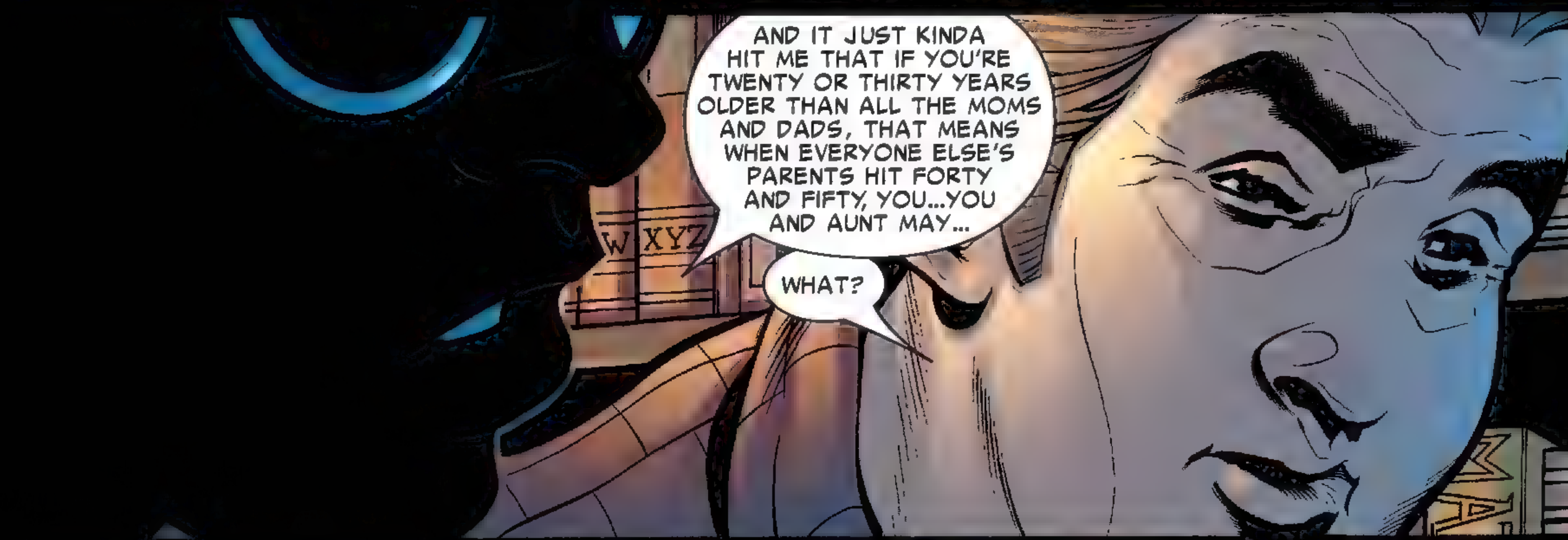
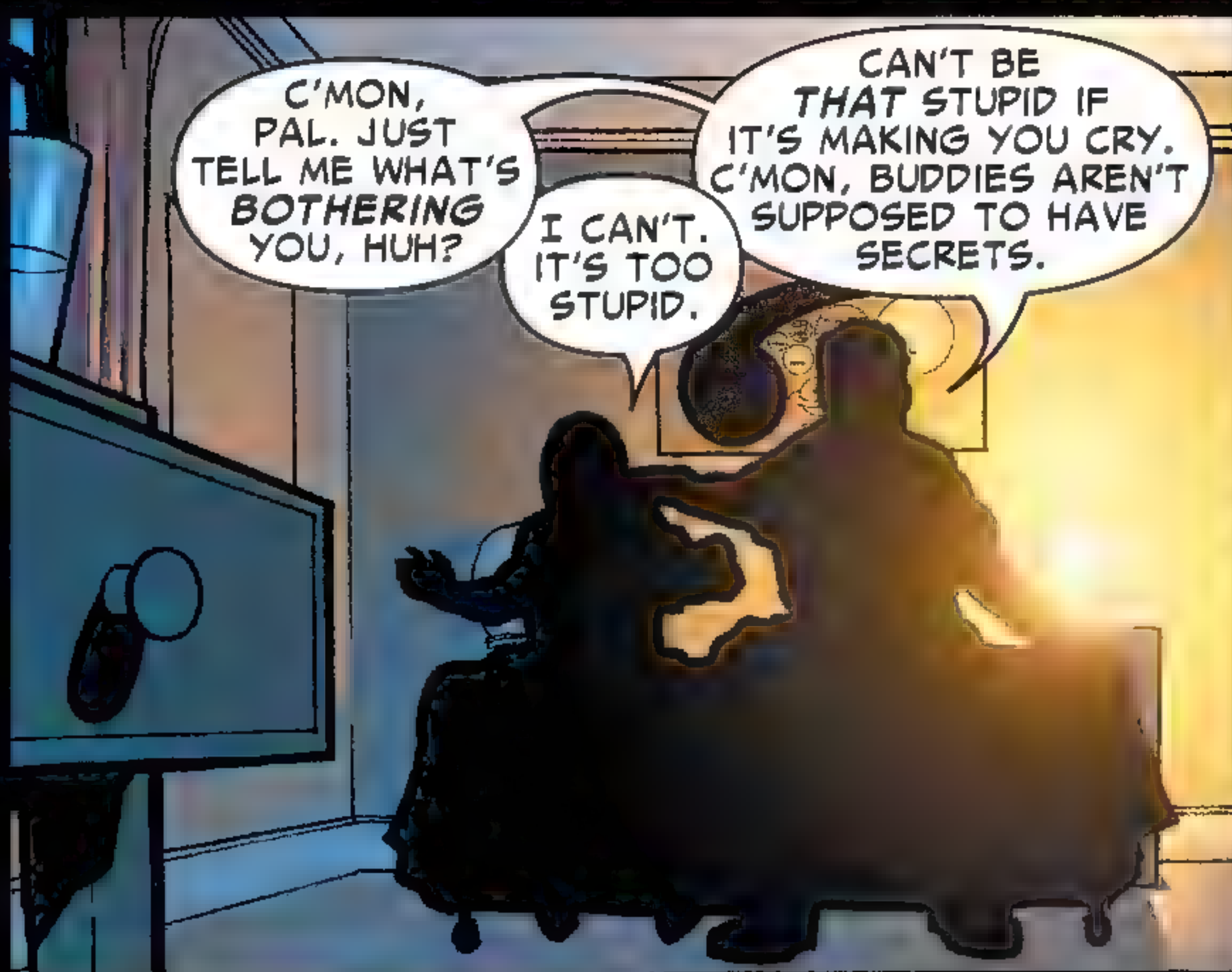
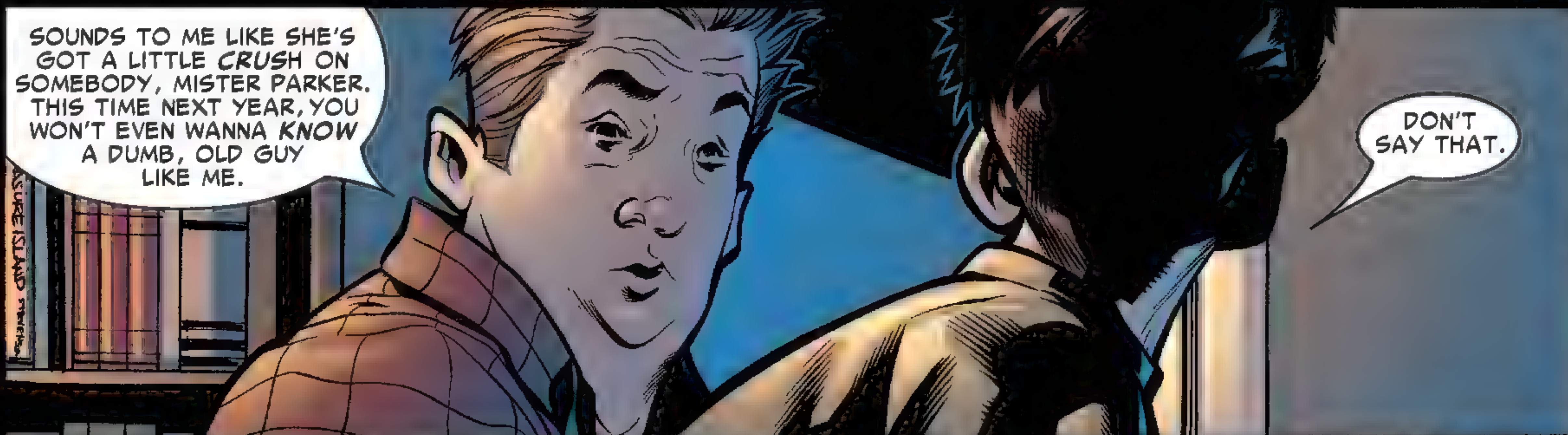
CIAO
FOR NOW.



MARVEL KNIGHTS SPIDER-MAN #9
TERRY DODSON, RACHEL DODSON & LAURA MARTIN

Guilt and death are **OLD FRIENDS** of mine. I've known them both since I was just a little kid. Long before I stitched together the **SPIDER-MAN** costume.



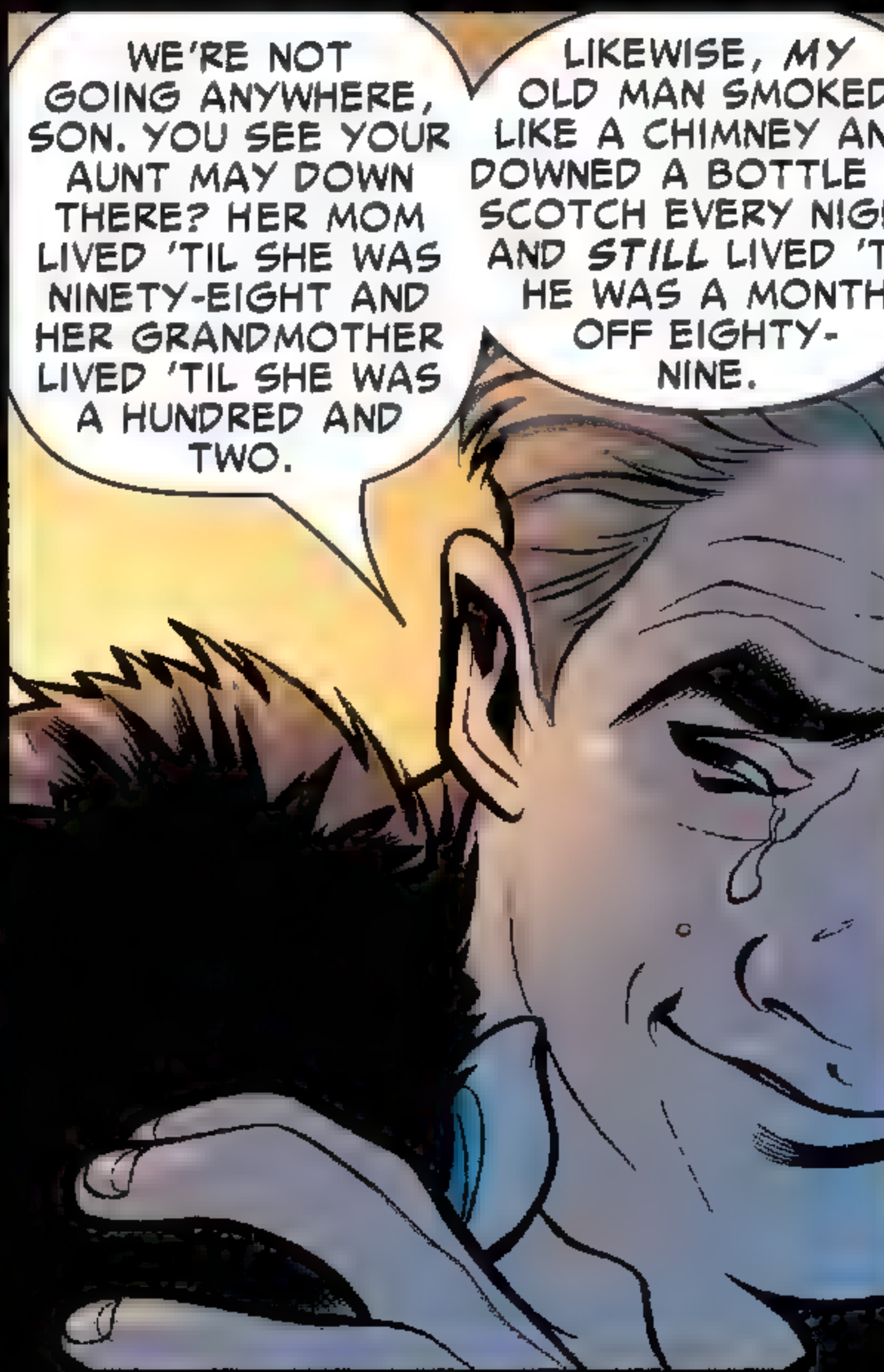




IS THAT WHAT ALL THIS IS ABOUT? C'MERE AND GIVE ME A HUG, HUH? C'MERE AND GIVE ME A BIG HUG, LITTLE MONKEY-BOY.

I'M SORRY. DON'T TELL AUNT MAY I'VE BEEN CRYING.

HEY, DON'T BE CRAZY. OF COURSE I WON'T. GOD, AND I THOUGHT I WAS SENSITIVE WHEN I WAS THIRTEEN...



WE'RE NOT GOING ANYWHERE, SON. YOU SEE YOUR AUNT MAY DOWN THERE? HER MOM LIVED 'TIL SHE WAS NINETY-EIGHT AND HER GRANDMOTHER LIVED 'TIL SHE WAS A HUNDRED AND TWO.

LIKEWISE, MY OLD MAN SMOKED LIKE A CHIMNEY AND DOWNED A BOTTLE OF SCOTCH EVERY NIGHT AND *STILL* LIVED 'TIL HE WAS A MONTH OFF EIGHTY-NINE.



WE'RE FROM GOOD STOCK, KIDDO. AND BESIDES, WE PROMISED YOUR MOM AND DAD THAT IF ANYTHING EVER HAPPENED TO THEM, WE'D BE HERE TO LOOK AFTER YOU, RIGHT?

REALLY?

DO I LOOK LIKE THE KIND OF GUY WHO'S GONNA LET DOWN HIS LITTLE BROTHER?



ONLY THE GOOD DIE YOUNG, PETER PARKER. THAT MEANS YOUR OLD UNCLE BEN HERE'S GONNA LIVE FOREVER.

But he died, of course. Just a few years later. He liked his eggs and bacon too much to live forever, but it wasn't his heart or his lungs or his cholesterol that finished off poor Uncle Ben.

It was a burglar with a gun and it was all my fault.



BEN
BELOVED HUSBAND AND
FATHER

I'd never seen as many lilies as I saw at that funeral.



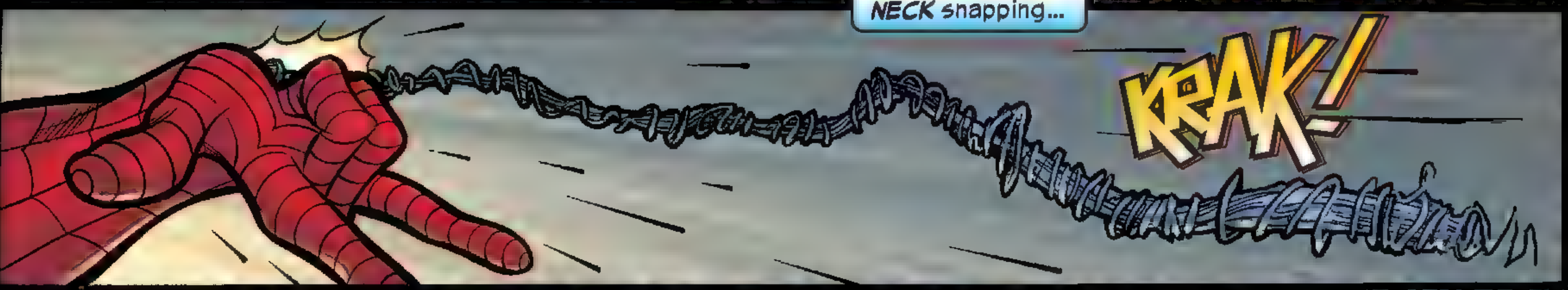
GWEN was next. Gwen **STACY**. That girl had a smile that could halt traffic and yet she lived in that pink apartment filled with dolls and teddy bears.

Poor, little Gwen. I'll never forget how **HELPLESS** she looked lying there. The smell of cordite from Osborn's **PUMPKIN-BOMBS**...

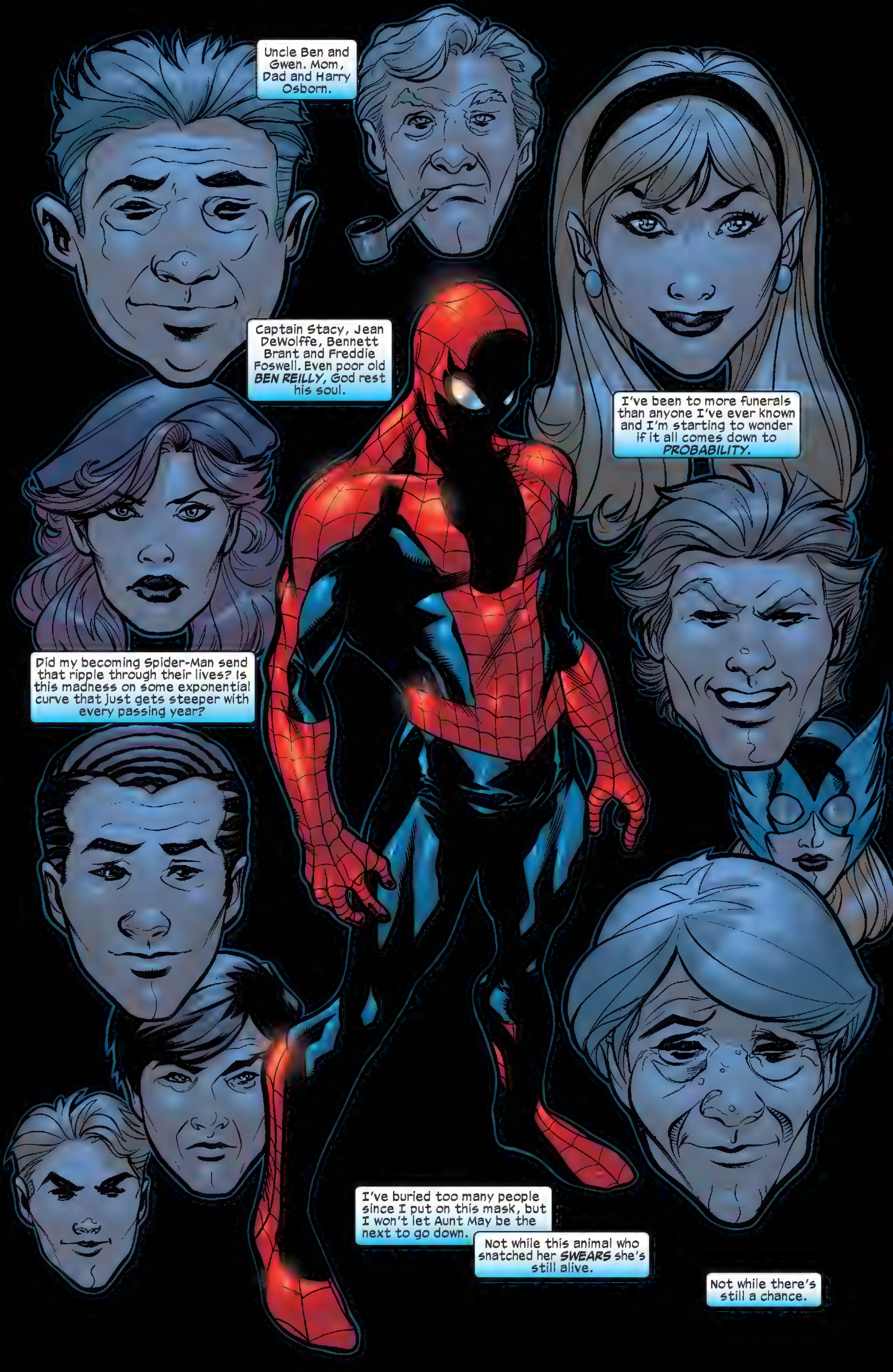


The sound of the cars, the honking of horns, Osborn's Goblin-Glider reflecting that beautiful, perfect sunlight...

The sound of her **NECK** snapping...



MORE lilies.

A central illustration of Spider-Man in his red and blue suit, standing with his hands on his hips. He is surrounded by a collage of portraits of people who have died. At the top left is Uncle Ben. To his right is Gwen Stacy. Below Uncle Ben is a portrait of a man with a pipe. To the right of Spider-Man is a portrait of a woman with long blonde hair. Below that is a portrait of a man with a wide smile. At the bottom left are portraits of a man and a woman. At the bottom right is a portrait of an older woman. In the bottom right corner, a small portion of a character in a blue and yellow costume is visible.

Uncle Ben and
Gwen. Mom,
Dad and Harry
Osborn.

Captain Stacy, Jean
DeWolfe, Bennett
Brant and Freddie
Foswell. Even poor old
BEN REILLY, God rest
his soul.

I've been to more funerals
than anyone I've ever known
and I'm starting to wonder
if it all comes down to
PROBABILITY.

Did my becoming Spider-Man send
that ripple through their lives? Is
this madness on some exponential
curve that just gets steeper with
every passing year?

I've buried too many people
since I put on this mask, but
I won't let Aunt May be the
next to go down.

Not while this animal who
snatched her **SWEARS** she's
still alive.

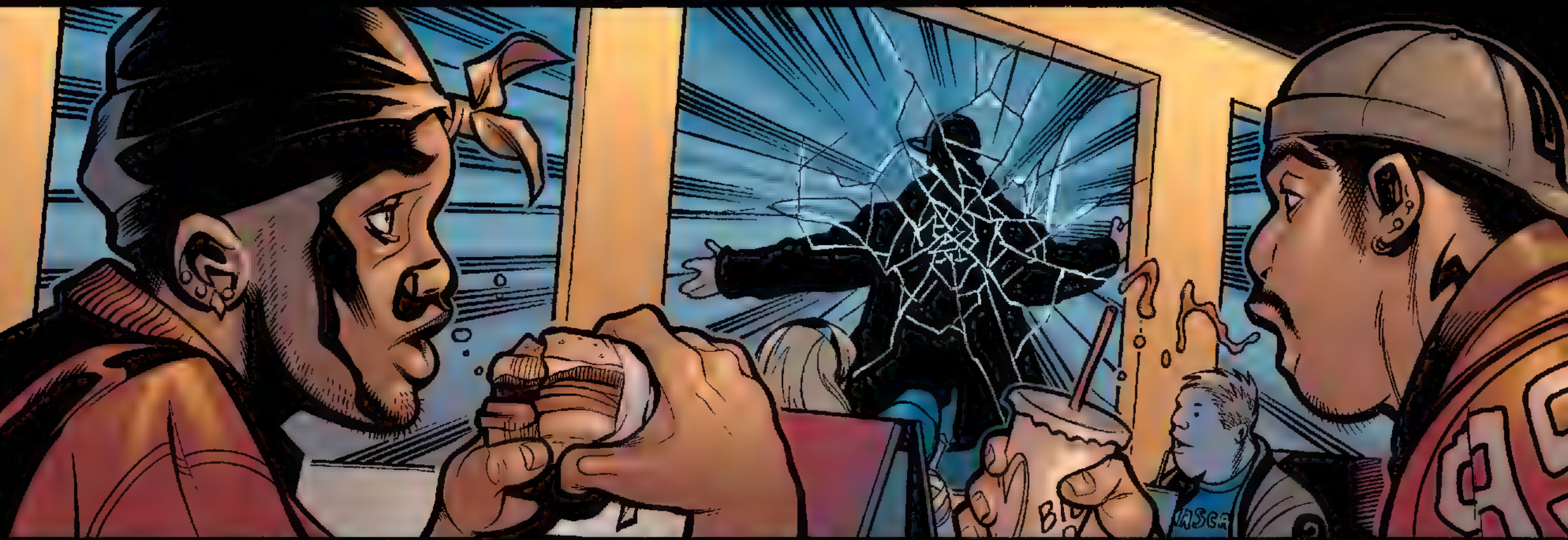
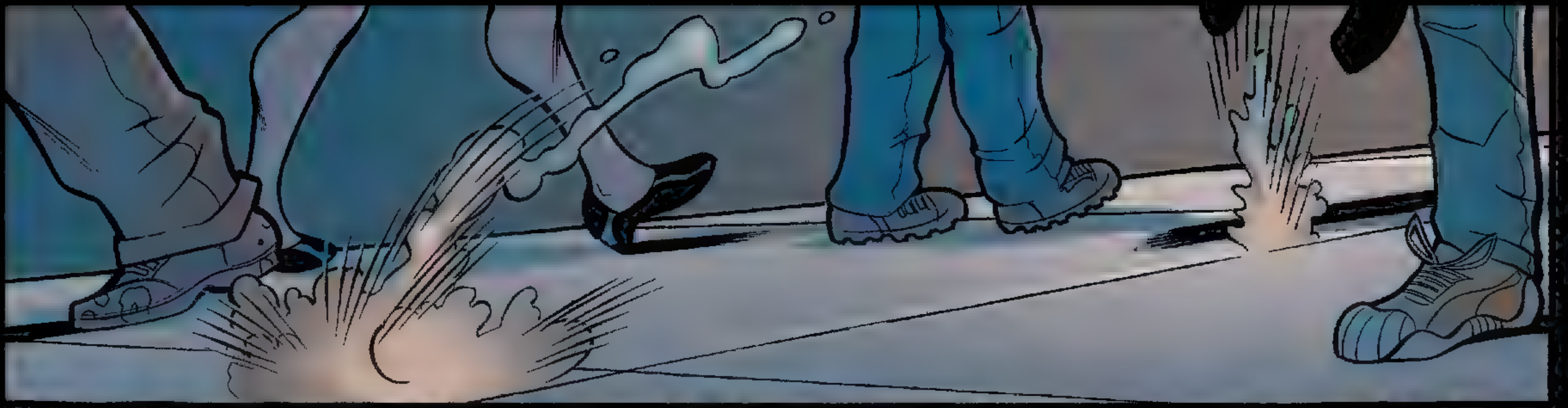
Not while there's
still a chance.

LAST STAND

PART ONE OF FOUR









NOW
THREATEN ME
AGAIN AND SHE'S
DEAD. EVEN LOOK
AT ME THE WRONG
WAY AND SHE'S
DEAD.

I'M NOT
KIDDING AROUND
HERE, SPIDER-MAN. THIS
LITTLE TALK STAYS NICE
AND CIVILIZED OR YOU'RE
NEVER GOING TO SEE THAT
SWEET, GRAY-HAIRED,
OLD TRAMP AGAIN.
UNDERSTAND?



PROVE
IT!

PROVE
SHE'S STILL
ALIVE!



YOU REALLY
THINK YOU'RE IN ANY
POSITION TO MAKE *DEMANDS*
HERE, BUDDY? NOW PUT ME
DOWN BEFORE I GET TICKED
OFF AND WALK AWAY FROM
THIS *ENTIRE*
SITUATION.



GOOD
BOY.



NOW LET'S
GO GET SOME
LUNCH AND TALK
ABOUT WHAT YOU'RE
GOING TO BE
DOING FOR US,
HUH?



WHY DID
MARVEL GIRL
THINK SHE
WAS ALREADY
DEAD?

WHAT?



MARVEL GIRL. THE
PSYCHIC FROM THE
X-MEN. WHY DID SHE
TELL ME AUNT MAY
WAS ALREADY
DEAD?

BEATS
ME.



I'VE NEVER KILLED ANYONE BEFORE,
GARGAN. KILLING SOMEBODY IS JUST
ABOUT THE WORST THING I CAN
IMAGINE ANYONE EVER DOING.
BUT, GOD HELP US, IF YOU'RE
LYING TO ME HERE--

REMEMBER
WHAT I SAID
WOULD HAPPEN IF
YOU THREATENED
ME AGAIN,
SPIDER-MAN?





HOW LONG HAVE YOU KNOWN?

YOUR SECRET IDENTITY? COMING UP ON A YEAR THIS CHRISTMAS, I THINK.

A YEAR?

OH, YEAH.

BUT WHY WOULD YOU KEEP IT A **SECRET** ALL THAT TIME? AND WHERE DID YOU FIND THAT FIVE MILLION BUCKS YOU GAVE THE DAILY BUGLE?

YOU'RE NOT EXACTLY **VENOM**, GARGAN. YOU'RE **B-LIST** AT BEST.

OH, SPIDER-MAN. YOU REALLY DON'T HAVE A CLUE, DO YOU? HAVEN'T YOU FIGURED ALL THIS OUT YET? HAVEN'T YOU GUESSED WHO HIRED ME HERE?



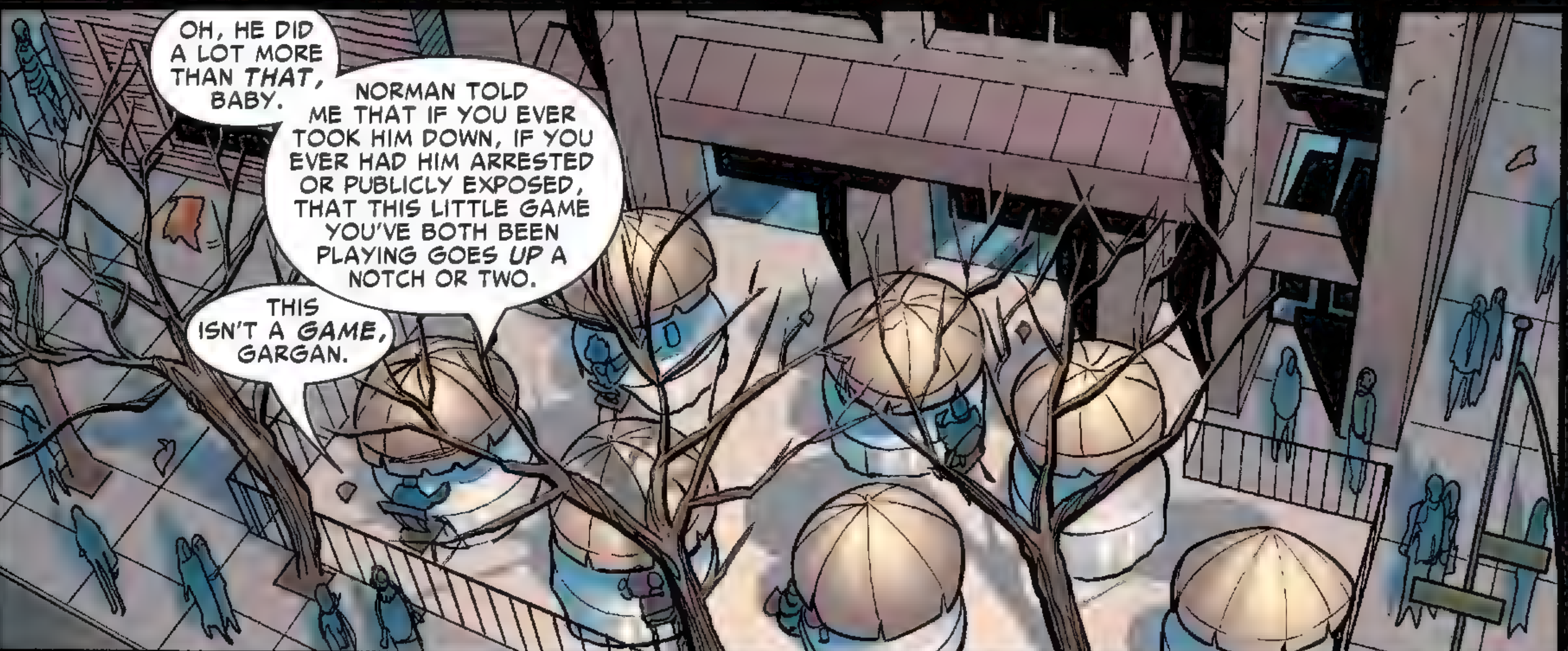
THIS IS NORMAN OSBORN'S MASTERPIECE, KID.

THE GREEN GOBLIN'S REVENGE.



WHAT?

OSBORN TOLD YOU WHO I WAS?



OH, HE DID A LOT MORE THAN THAT, BABY.

NORMAN TOLD ME THAT IF YOU EVER TOOK HIM DOWN, IF YOU EVER HAD HIM ARRESTED OR PUBLICLY EXPOSED, THAT THIS LITTLE GAME YOU'VE BOTH BEEN PLAYING GOES UP A NOTCH OR TWO.

THIS ISN'T A GAME, GARGAN.



AH, C'MON. YOU GET A COSTUME, HE GETS A COSTUME. HE KILLS YOUR UNBORN CHILD, YOU KILL HIS SON.

I DIDN'T KILL HARRY.

WHATEVER,



THIS WAS JUST ONE OF OSBORN'S HUNDREDS OF PLANS AND COUNTERPLANS. YOU EVER BEEN IN HIS HIDEOUT? YOU EVER SEE THOSE SCHEMES AND ARROWS AND BOXES HE HAS ALL OVER HIS WALLS?

HE'S HAD THIS ONE PLANNED SINCE THE MINUTE HE FOUND OUT WHO YOU WERE, KID. WHY DO YOU THINK HE TARGETED THE OLD BROAD INSTEAD OF THAT *HOTTIE* YOU EVENTUALLY BAGGED?



THIS DOESN'T MAKE SENSE. IF OSBORN HAS REALLY BEEN BEHIND THIS WHOLE THING, WHY DID HE LOOK SO *SCARED* WHEN I SPOKE TO HIM BACK AT RYKER'S?

BECAUSE KIDNAPPING MAY PARKER WAS JUST THE TIP OF THE ICEBERG, SPIDER-MAN. YOU NEVER WONDER WHY YOU ALWAYS FIGHT THE SAME GUYS OVER AND OVER AGAIN?



WHAT ARE YOU TALKING ABOUT?

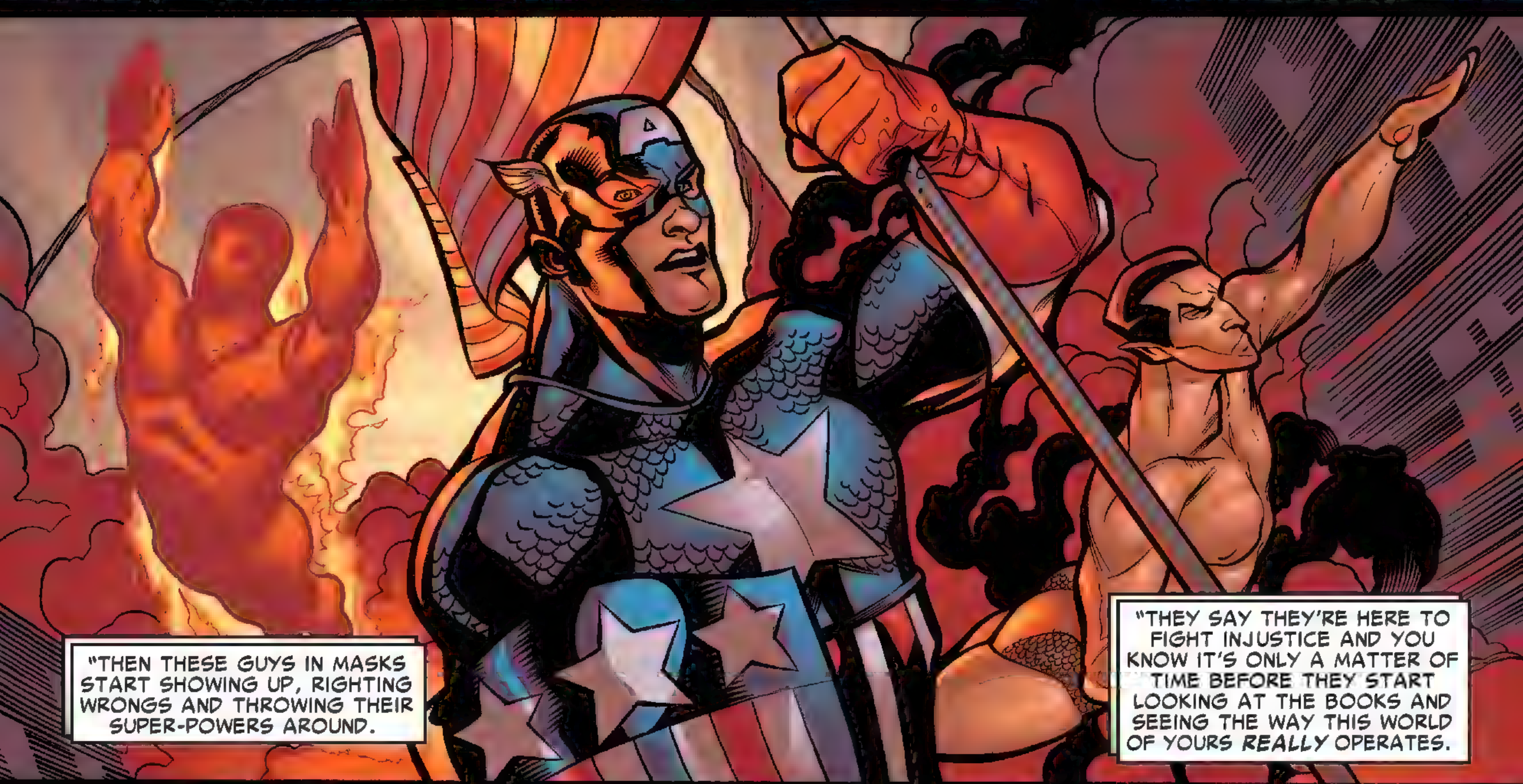
WHAT DO YOU MEAN?

THERE'S MORE TO THIS THAN YOU AND MAY PARKER, YOU KNOW. MAY WAS JUST THE *INSURANCE POLICY*. THE REAL MEAT AND POTATOES IS WHAT'S BEEN GOING ON IN THE BACKGROUND ALL THESE YEARS.



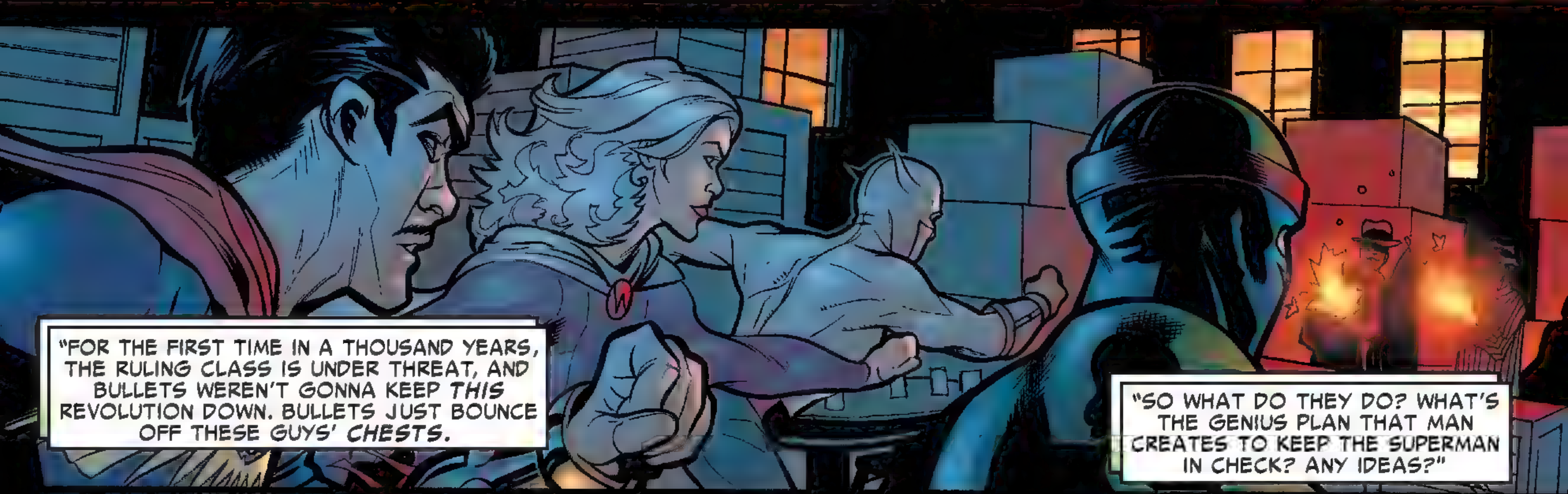
"IMAGINE IT'S NINETEEN FORTY-FIVE AND YOU'RE ONE OF THE RICHEST MEN ON THE PLANET. YOU GOT EVERYTHING YOU EVER WANTED.

"GIRLS, MONEY, POWER. YOU'RE LIVING THE AMERICAN DREAM AND ALL THE LITTLE WORKER-BEES ARE WORKING ROUND THE CLOCK TO KEEP YOU THERE.



"THEN THESE GUYS IN MASKS START SHOWING UP, RIGHTING WRONGS AND THROWING THEIR SUPER-POWERS AROUND.

"THEY SAY THEY'RE HERE TO FIGHT INJUSTICE AND YOU KNOW IT'S ONLY A MATTER OF TIME BEFORE THEY START LOOKING AT THE BOOKS AND SEEING THE WAY THIS WORLD OF YOURS REALLY OPERATES.



"FOR THE FIRST TIME IN A THOUSAND YEARS, THE RULING CLASS IS UNDER THREAT, AND BULLETS WEREN'T GONNA KEEP THIS REVOLUTION DOWN. BULLETS JUST BOUNCE OFF THESE GUYS' CHESTS.

"SO WHAT DO THEY DO? WHAT'S THE GENIUS PLAN THAT MAN CREATES TO KEEP THE SUPERMAN IN CHECK? ANY IDEAS?"



EASY. THEY CREATE THE SUPER BAD-GUY.



"YOU HAVE TO REMEMBER THAT IN THOSE DAYS THE WORLD WASN'T REALLY BROKEN DOWN INTO HEROES AND VILLAINS AS CLEARLY AS IT IS NOW.

"HEROES LIVED OUTSIDE THE LAW. THAT'S WHY MOST OF THEM HAD MASKS. THESE RICH GUYS JUST SAW THEM ALL AS ONE BIG, COLLECTIVE THREAT AND DECIDED TO SET THEM AGAINST EACH OTHER.

"DIVIDE AND CONQUER, AS THEY SAY.

"HALF THE VILLAINS IN THE OLD DAYS WERE JUST EX-GIS ON A SALARY. WHY DO YOU THINK NOBODY IMPORTANT EVER GOT OFFED? WHY DID THEY ALWAYS GO AFTER THE SAME SUPER HEROES?"

"THEY WERE ASSIGNED TO THESE GUYS, SPIDER-MAN. YOU GUYS WERE WRITTEN INTO THEIR CONTRACTS."

ARE YOU SERIOUSLY TRYING TO TELL ME ALL THE IDIOTS WE'VE FOUGHT OVER THE YEARS HAVE BEEN **STOOGES**?

DON'T BE CRAZY. WE'RE TALKING MAYBE ONE OR TWO ORGANIZERS FOR EACH SUPER HERO, BUT THAT'S ALL YOU REALLY NEED. ONCE YOU START THE BALL ROLLING, YOU JUST SIT BACK AND ENJOY THE FUN.

LOOK AT THAT AUCTION LAST MONTH: PEOPLE WERE BLEEDING THEMSELVES DRY TO BECOME AN A-LIST VILLAIN. THE WHOLE THING BECOMES **SELF-PERPETUATING** IF YOU'RE SMART ABOUT IT.

THIS IS **GARBAGE**. YOU'RE JUST MESSING WITH MY HEAD. THERE'S NO WAY THE GOVERNMENT WOULD CREATE THEIR OWN SUPER-VILLAINS.

BUT THIS ISN'T THE GOVERNMENT. THESE ARE THE COMPANIES THAT PUT GOVERNMENTS IN OFFICE, AND NEUTRALIZING CAPES WAS A GENUINE **BUSINESS CONCERN** WHEN THEY FIRST APPEARED.

WHAT'S THIS GOT TO DO WITH NORMAN OSBORN?

"BILLIONAIRE? BIO-CHEMIST? ALL THOSE BIG MILITARY CONTRACTS? I THOUGHT YOU WERE SUPPOSED TO BE SMART, SPIDER-MAN."

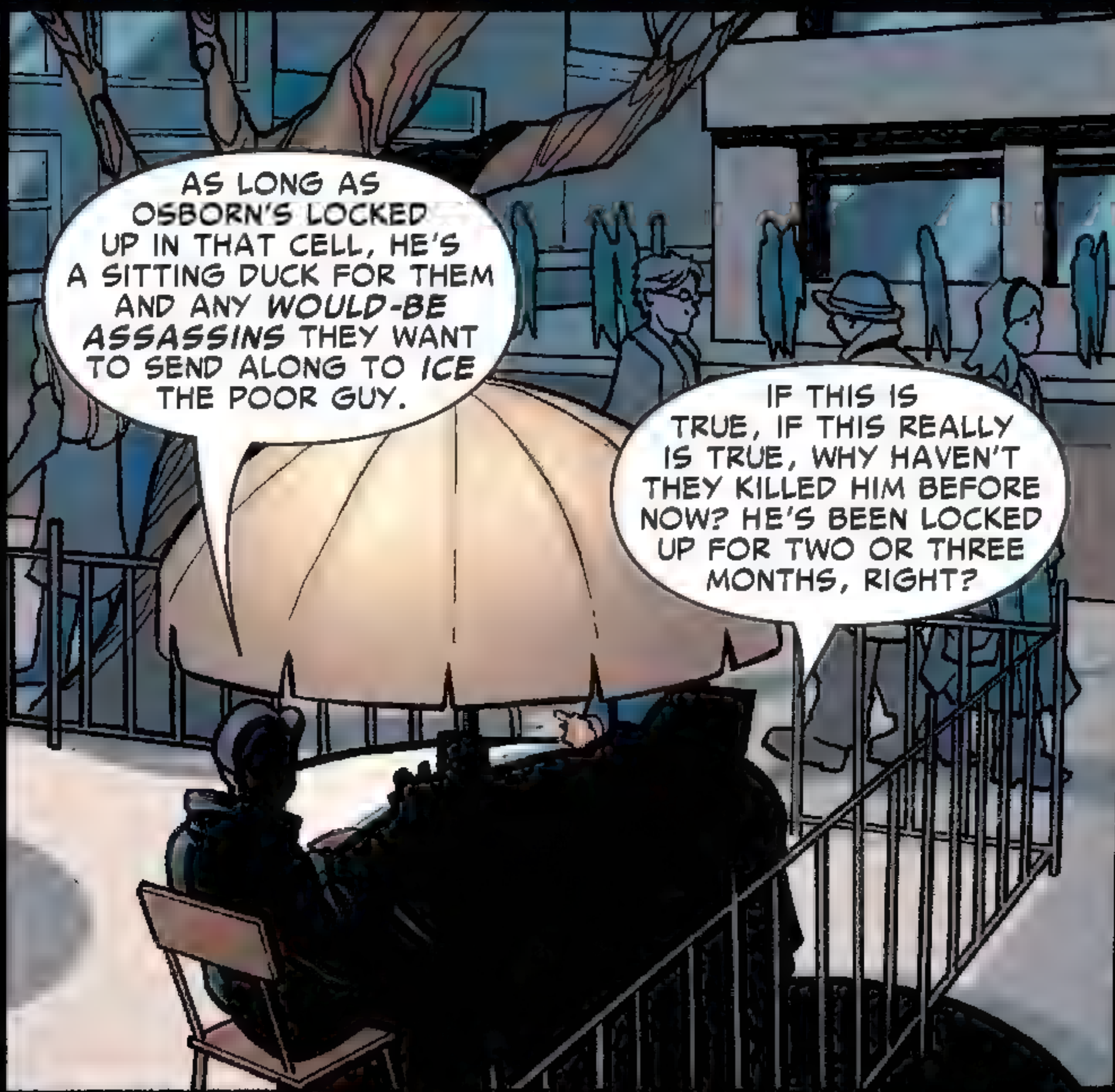
"OSBORN WAS THEIR FAVORITE SUPER-VILLAIN CONTRACTOR UNTIL HE WENT A LITTLE NUTS AND STARTED FLYING AROUND ON THAT **GOBLIN GLIDER** HE BUILT FOR HIMSELF."



OH MY GOD.

BUSH AND CLINTON FOUND OUT ABOUT THIS AND CLOSED DOWN ANY SUPER-VILLAIN PROGRAMS THEY HEARD ABOUT, BUT THERE WAS SOME VERY FAMOUS NAMES IN THAT ORIGINAL CABAL.

THAT'S WHY THEY HAVE TO KILL HIM, MAN. HE KNOWS WHERE ALL THE BODIES ARE BURIED AND NORMAN OSBORN LOCKED UP IN JAIL IS THE VERY DEFINITION OF A LOOSE CANNON.



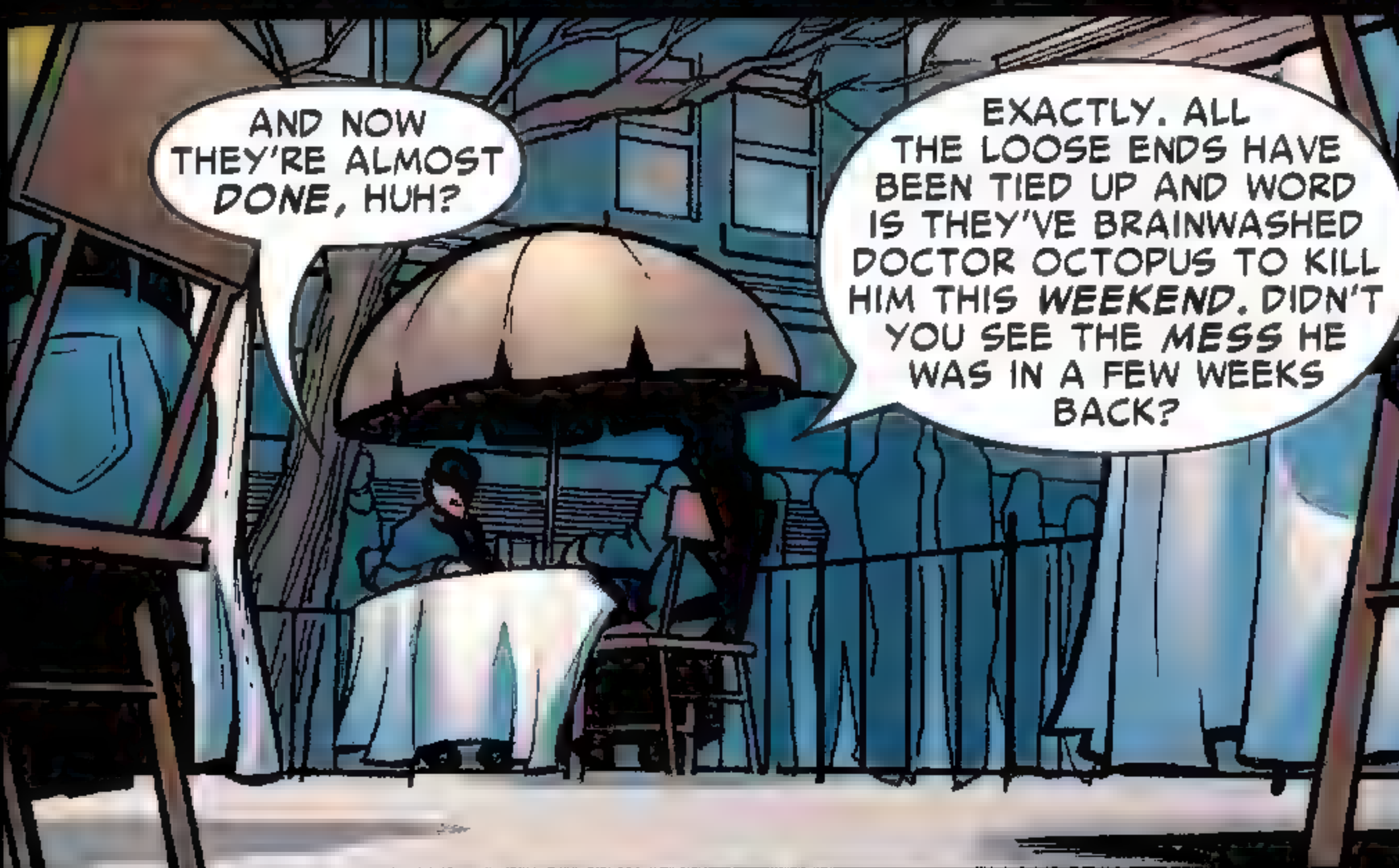
AS LONG AS OSBORN'S LOCKED UP IN THAT CELL, HE'S A SITTING DUCK FOR THEM AND ANY WOULD-BE ASSASSINS THEY WANT TO SEND ALONG TO ICE THE POOR GUY.

IF THIS IS TRUE, IF THIS REALLY IS TRUE, WHY HAVEN'T THEY KILLED HIM BEFORE NOW? HE'S BEEN LOCKED UP FOR TWO OR THREE MONTHS, RIGHT?



LIKE I SAID, HE KNOWS WHERE THE BODIES ARE BURIED, SPIDER-MAN. ANYTHING HAPPENS TO HIM AND E-MAILS AND PARCELS START REACHING ALL THE NEWSPAPERS ABOUT THIS STUFF.

WHY DO YOU THINK THESE *BREAK-INS* HAVE BEEN HAPPENING AT *OSCORP*? THESE GUYS CAN'T PULL THE TRIGGER 'TIL THEY'RE SURE EVERY BASE HAS BEEN COVERED.



AND NOW THEY'RE ALMOST DONE, HUH?

EXACTLY. ALL THE LOOSE ENDS HAVE BEEN TIED UP AND WORD IS THEY'VE BRAINWASHED DOCTOR OCTOPUS TO KILL HIM THIS *WEEKEND*. DIDN'T YOU SEE THE *MESS* HE WAS IN A FEW WEEKS BACK?



THAT'S WHY WE NEED YOUR HELP, SUPER HERO.

NORMAN WANTS YOU TO BREAK HIM OUT OF PRISON TOMORROW NIGHT AT MIDNIGHT.





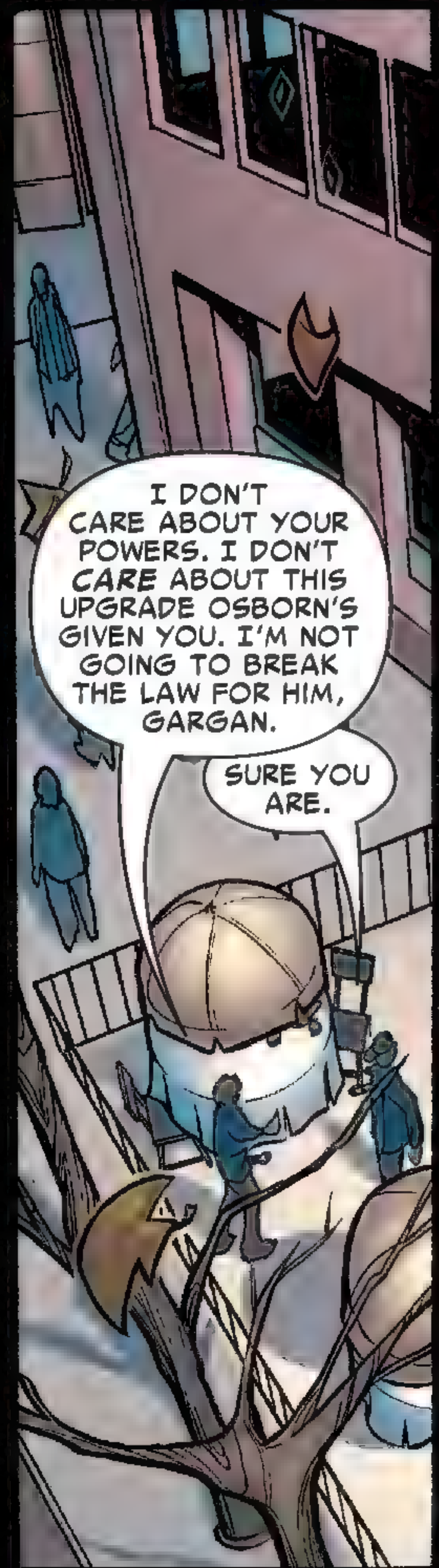
NOW, IF YOU'LL EXCUSE ME, I GOTTA GO HOME AND PICK UP THIS NEW **SCORPION** SUIT OSBORN ARRANGED FOR ME TO GET.

THOSE OLD BUSINESSMEN MIGHT NOT BE MAKING SUPER-VILLAINS ANYMORE, BUT NORMAN'S STILL COMMITTED AND HE'S BEEN REVAMPING ALL YOUR MAJOR ENEMIES FOR MONTHS.



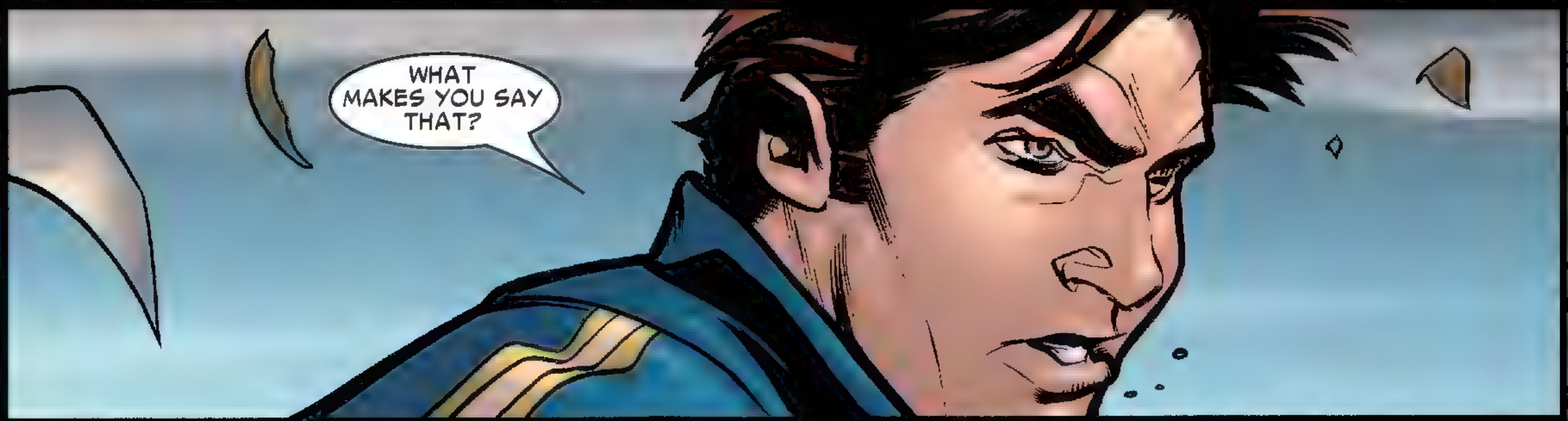
NO KINGPIN OUT THERE TO BUST YOUR STONES ANYMORE? THAT'S WHY HE'S BEEN MAKING THE OWL INTO A PLAYER.

THAT STUPID GREEN SUIT I USED TO RUN AROUND IN? THAT'S WHY HE HAD HIS DOCTOR FRIENDS DOUBLE MY STRENGTH AND NOW I CAN DO NEW FANCY TRICKS LIKE YOU WOULDN'T BELIEVE.



I DON'T CARE ABOUT YOUR POWERS. I DON'T CARE ABOUT THIS UPGRADE OSBORN'S GIVEN YOU. I'M NOT GOING TO BREAK THE LAW FOR HIM, GARGAN.

SURE YOU ARE.

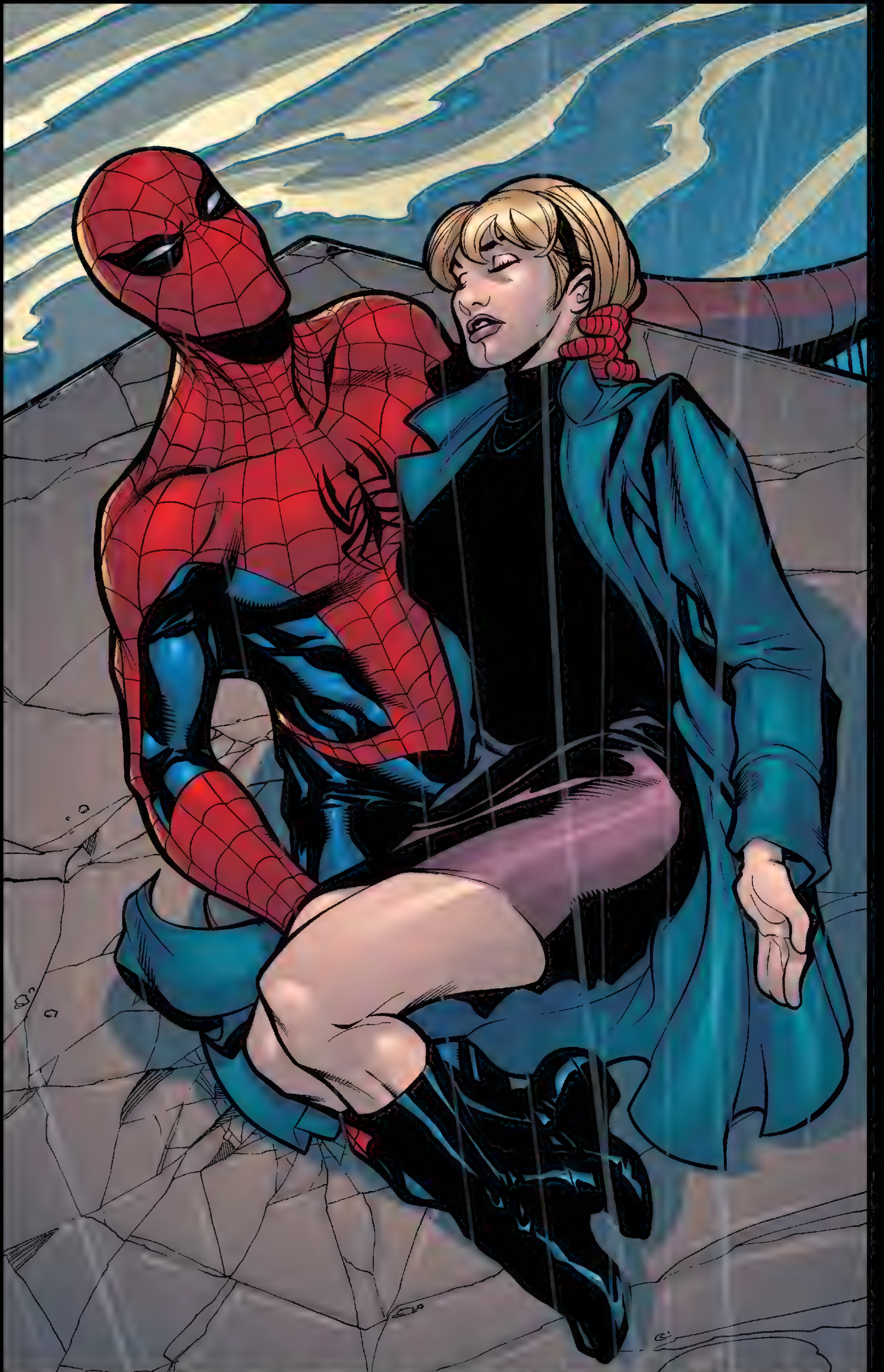


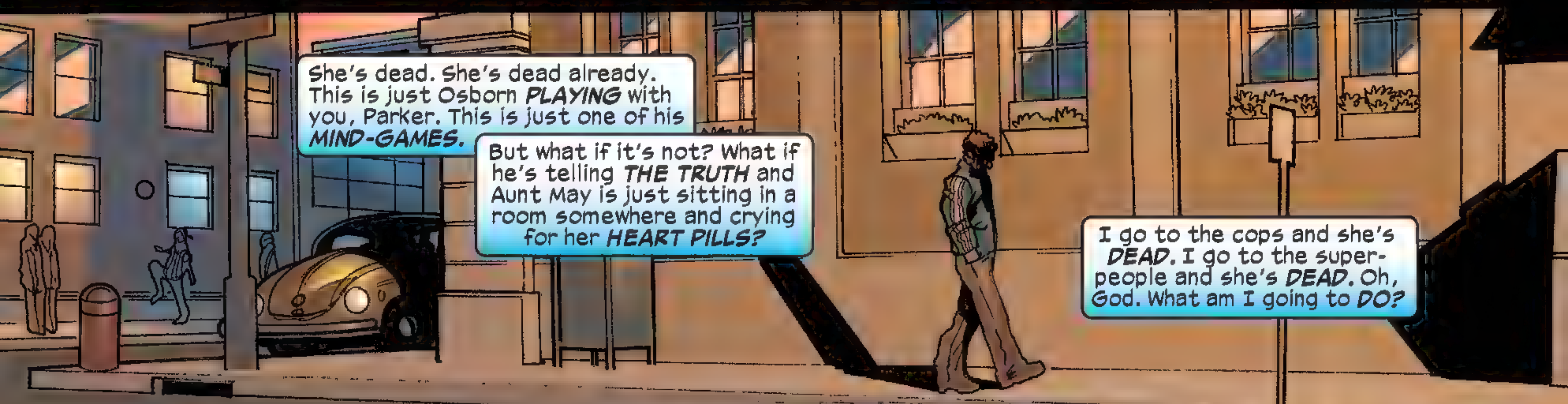
WHAT MAKES YOU SAY THAT?



BECAUSE I THINK YOU'VE BURIED ENOUGH FRIENDS OVER THE YEARS.

DON'T YOU?





She's dead. She's dead already. This is just Osborn **PLAYING** with you, Parker. This is just one of his **MIND-GAMES**.

But what if it's not? What if he's telling **THE TRUTH** and Aunt May is just sitting in a room somewhere and crying for her **HEART PILLS**?

I go to the cops and she's **DEAD**. I go to the super-people and she's **DEAD**. Oh, God. What am I going to **DO**?



HEY, MISTER PARKER. WHAT TOOK YOU SO LONG?

HUMBERTO? WHAT ARE YOU DOING HERE?



YOU SAID TO MEET YOU OUTSIDE YOUR APARTMENT AT FOUR PM SO WE COULD GO OVER THAT CHEMISTRY STUFF FOR THE PAPER TOMORROW.

I BEEN SITTING HERE A COUPLE OF HOURS, MISTER PARKER. I CAN'T EVEN FEEL MY **BUTT** ANYMORE.

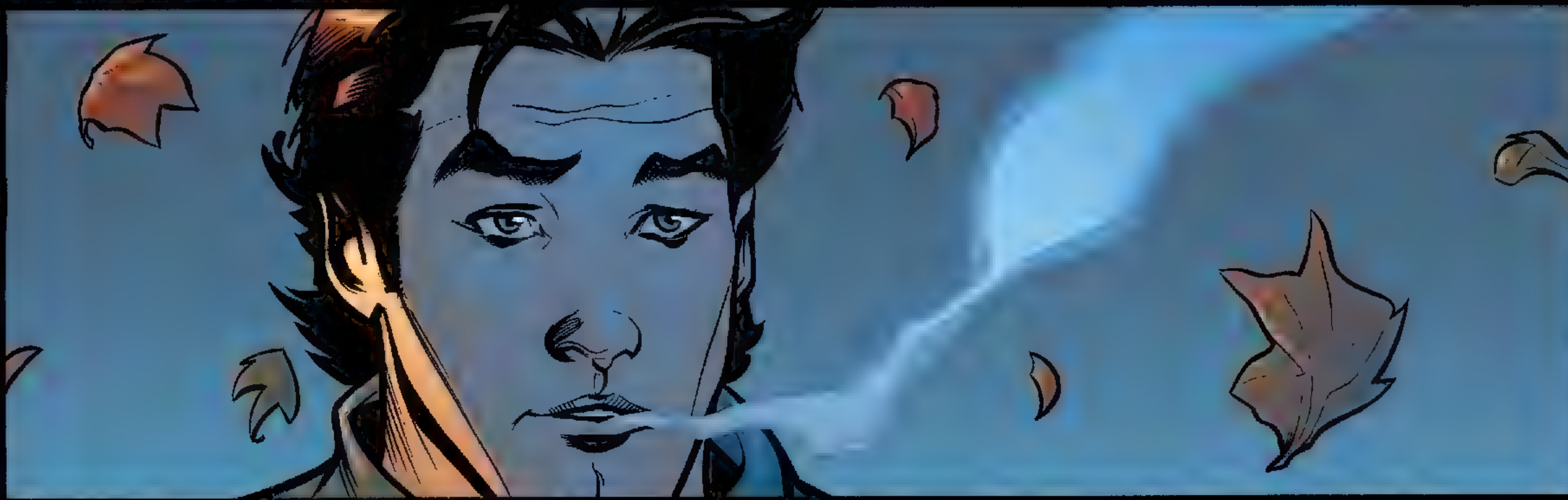


OH, GOD. I'M SORRY, BUDDY. SOMETHING CAME UP AND THINGS HAVE BEEN KINDA CRAZY TODAY. COULD WE TAKE A RAIN-CHECK ON THIS? COULD YOU COME BACK TOMORROW AT THE SAME TIME?

BUT THE **PAPER'S** DUE TOMORROW AND I BEEN WAITING HERE A COUPLE OF HOURS ALREADY, MISTER PARKER. COULDN'T WE JUST TAKE TEN MINUTES? EVEN JUST TO COVER THE **CATALYST** STUFF?



PLEASE?



OKAY, YOU GOT TEN MINUTES, HUMBERTO. NOW WHERE DID WE LEAVE OFF LAST TIME? WAS IT THE **ENZYME** CHAPTER?

NAH, IT'S ALL THIS CATALYST AND INHIBITOR STUFF. I WAS OFF A COUPLE OF DAYS WHEN YOU COVERED THAT CHAPTER SO I KEEP GETTING MIXED UP.

IS A CATALYST USED TO PREVENT A CHEMICAL REACTION OR IS THAT WHAT AN INHIBITOR DOES?



MISTER PARKER? ARE YOU OKAY?

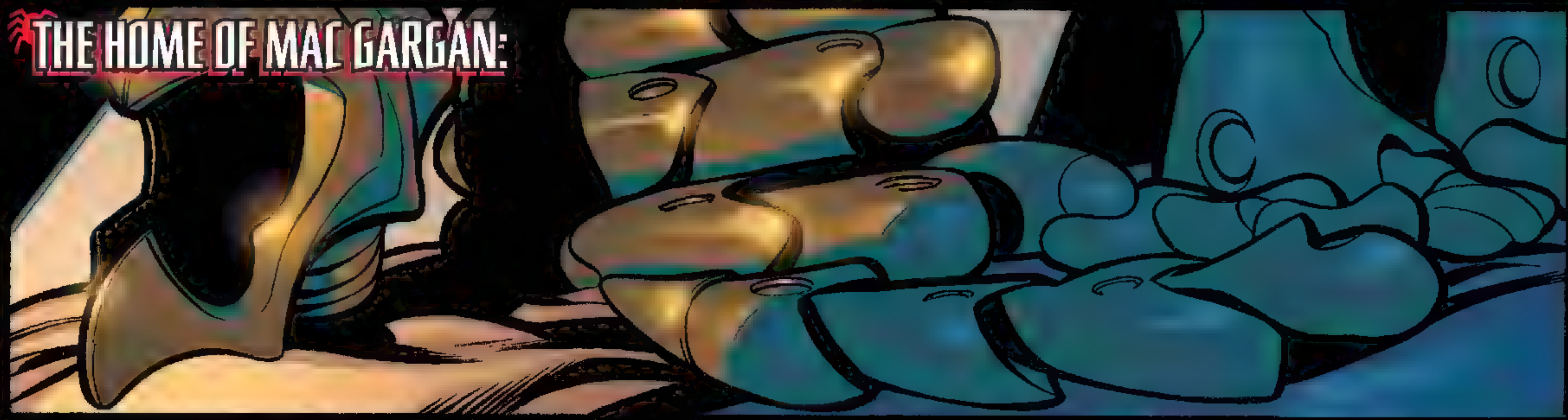


UH, SURE, HUMBERTO. FINE, JUST FINE.



NOW LET'S GO BACK AND TAKE A LOOK AT THIS CHAPTER FROM THE **BEGINNING**, HUH?

THE HOME OF MAC GARGAN:



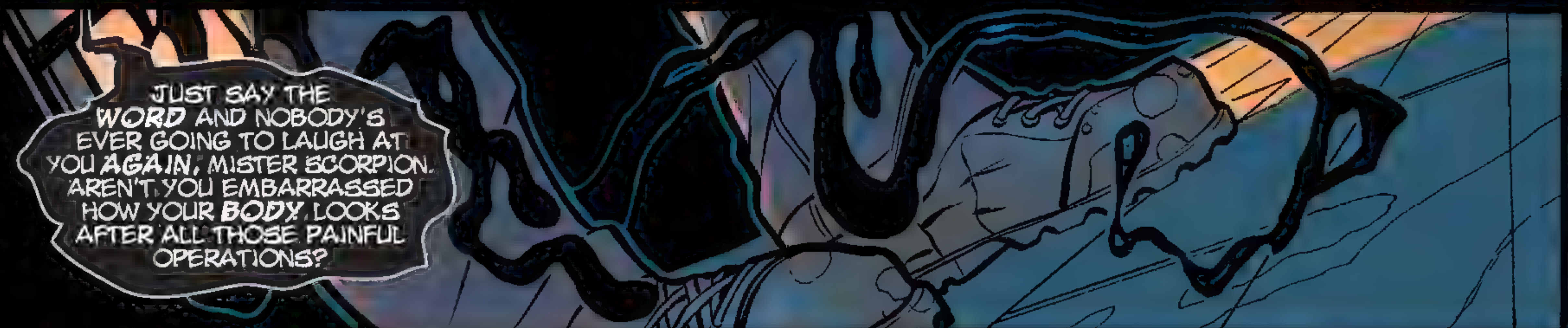
WOW. I LOVE THE NEW **GOSTUME** THEY SENT YOU, MAC. I HEAR THIS NEW TAIL THEY BUILT CAN TAKE DOWN A **WINNEBAGO** NOW AND THOSE COOL **STRIPE**S ON YOUR CHEST ARE TO DIE FOR.

WHAT?

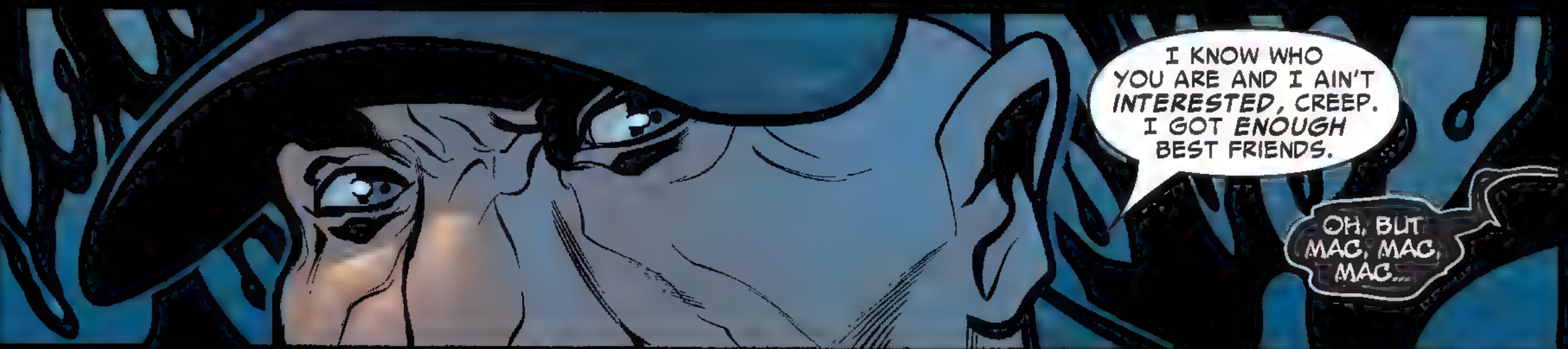
YOU REALLY THINK THIS IS GOING TO MAKE A DIFFERENCE TO YOUR PATHETIC CAREER? YOU REALLY THINK A NEW TAIL THAT SMASHES **BIGGER OBJECTS** IS GOING TO PUT YOU ON THE MAP AGAIN?

WHO IS THIS? WHO'S SAYING THAT?

ME? OH, I'M YOUR NEW **BEST FRIEND**, MAC. I'M YOUR **TICKET** OUT OF THE **GUTTER**.



JUST SAY THE **WORD** AND NOBODY'S EVER GOING TO LAUGH AT YOU **AGAIN**, MISTER SCORPION. AREN'T YOU EMBARRASSED HOW YOUR **BODY** LOOKS AFTER ALL THOSE PAINFUL OPERATIONS?



I KNOW WHO YOU ARE AND I AIN'T INTERESTED, CREEP. I GOT ENOUGH BEST FRIENDS.

OH, BUT MAC, MAC, MAC...

YOU
NEVER HAD A
FRIEND LIKE ME
BEFORE.





MARVEL KNIGHTS SPIDER-MAN #10
TERRY DODSON, RACHEL DODSON & LAURA MARTIN



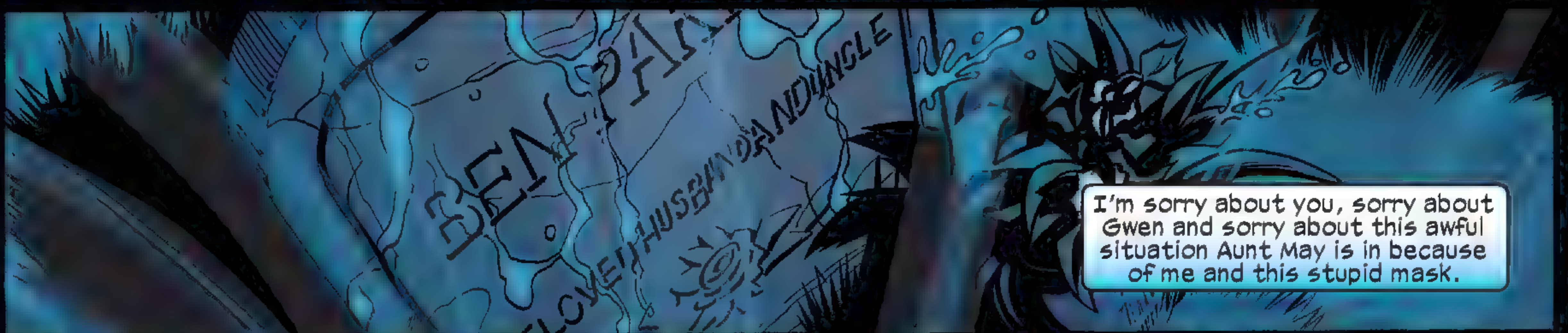
Uncle Ben, I
am so sorry.

THE LAST STAND

PART
TWO
OF FOUR



They might have fixed your gravestone, they might have swapped the turf and planted a few flowers, but I can still tell that you're angry with me and you have every **REASON** to be angry.



I'm sorry about you, sorry about Gwen and sorry about this awful situation Aunt May is in because of me and this stupid mask.



But most of all I'm sorry for what I'm about to do next.



I made a promise when you died and now I'm about to **BREAK** that promise. But I don't have a choice, Uncle Ben.

This is my one and only chance of making sure Aunt May doesn't end up out here with all the **OTHER** people I've let down over the years.



I hope you find it in your heart to forgive me for the line I'm about to cross tonight.

There's honestly just no other way to **SAVE** her.



HUUURRRK!



MJ, PLEASE. I'M FEELING BAD ENOUGH ABOUT THIS AS IT IS.

PTUIII!

AND SO YOU SHOULD. WHAT DO YOU EXPECT ME TO DO HERE, PETER? SHAKE YOUR HAND?



YOU'RE BREAKING SOMEBODY OUT OF PRISON, FOR GOD'S SAKE. YOU'RE BREAKING THE GREEN GOBLIN OUT OF PRISON.

IT'S LIKE THE SCORPION SAID: IF I BREAK HIM OUT, THERE'S ALWAYS THE RISK THAT SOMEBODY'S GOING TO GET HURT. BUT IF I DON'T BREAK HIM OUT, IT'S AN ABSOLUTE GUARANTEE.

THIS IS THE ONE AND ONLY WAY HE'S GOING TO SHOW ME WHERE HE'S LOCKED UP AUNT MAY.



BESIDES, PETER'S THE ONLY REASON OSBORN'S EVEN IN PRISON, RIGHT? IF HE BREAKS HIM OUT, ALL HE'S DOING IS RETURNING THINGS TO THE WAY THEY WERE THREE MONTHS AGO.

WHAT KIND OF STUPID JUSTIFICATION IS THAT? AND SINCE WHEN DID WE START TAKING ADVICE FROM SOMEBODY WHO DRESSES UP LIKE A CAT AND BURGLARIZES PEOPLE?

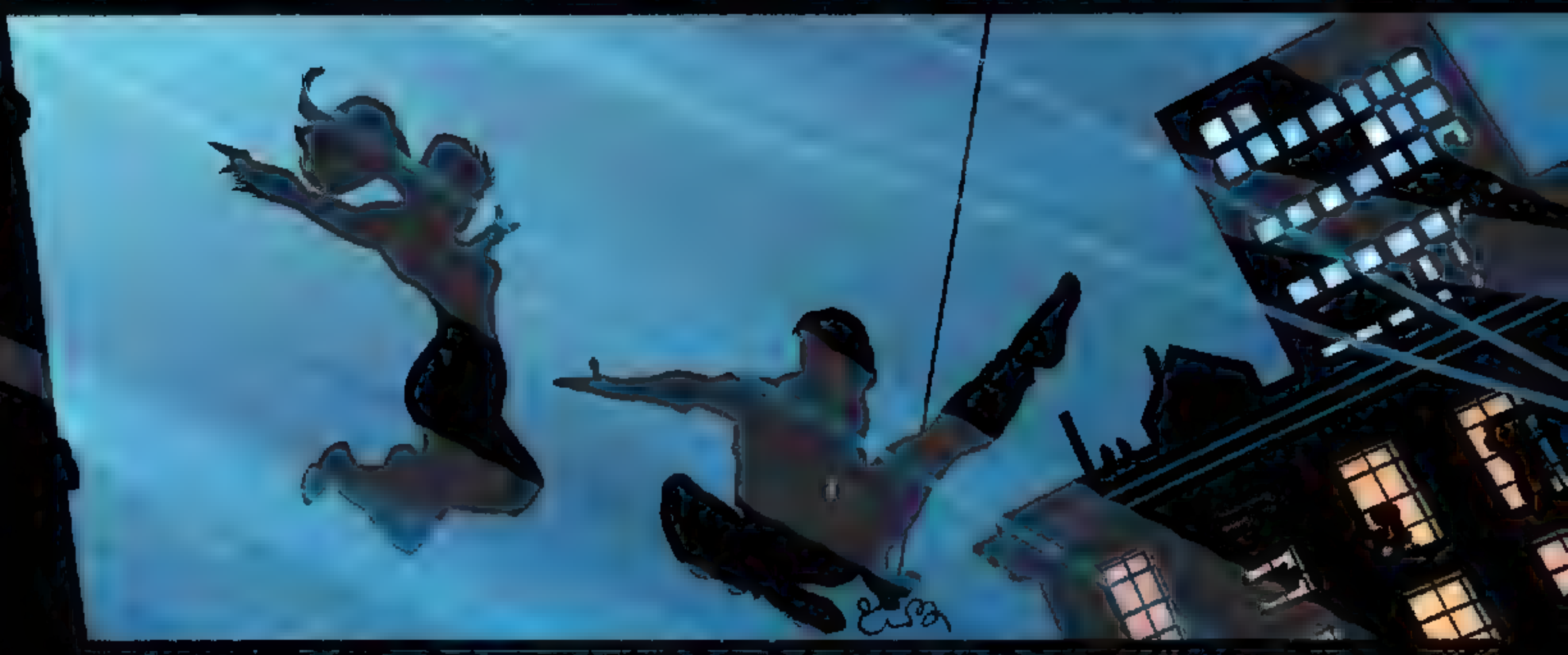


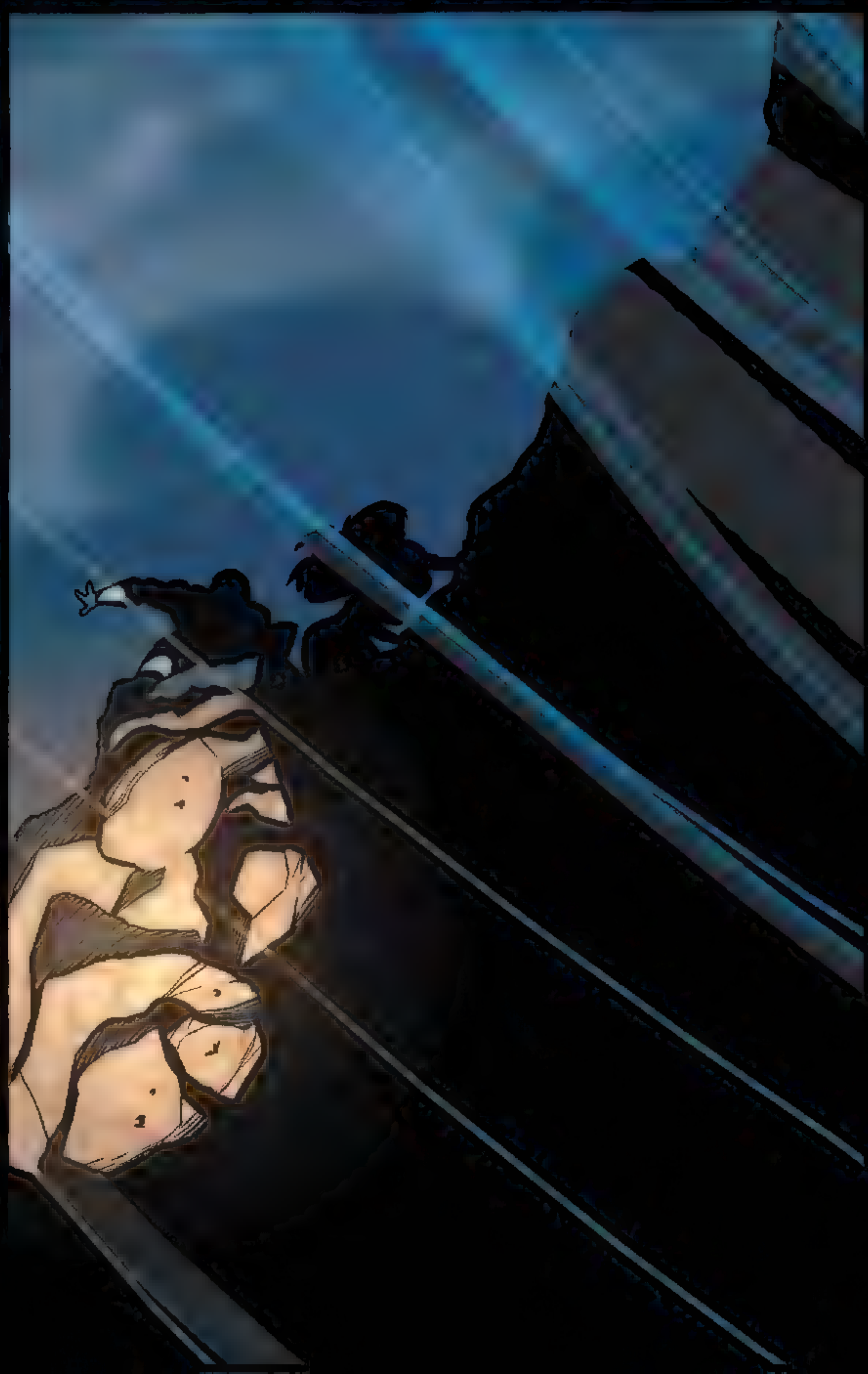
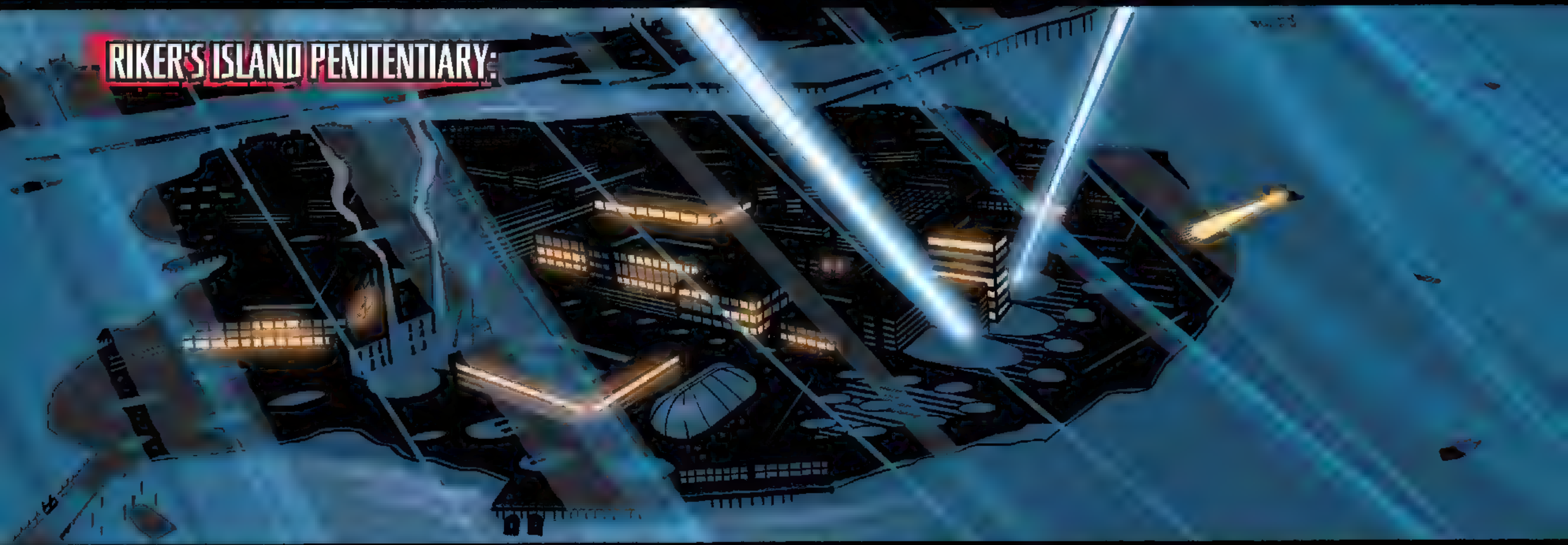
I HAVEN'T BURGLARIZED ANYBODY IN EIGHTEEN MONTHS.

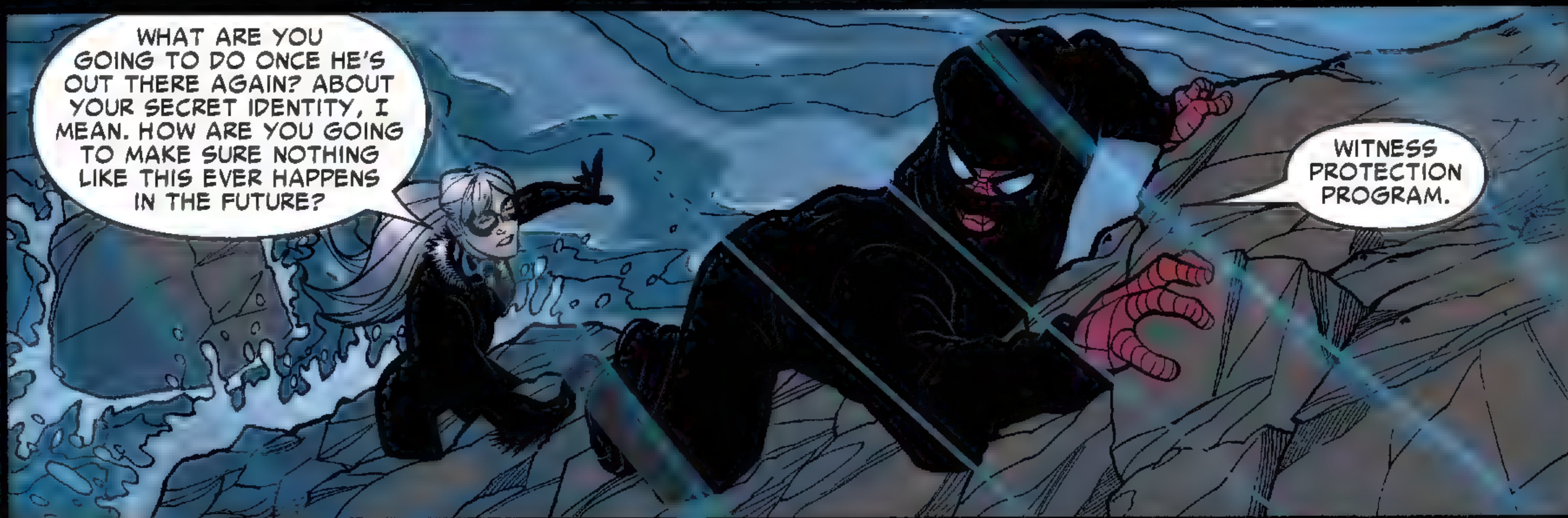
OH, SHUT UP, FELICIA. THINGS ARE COMPLICATED ENOUGH WITHOUT YOU HANGING AROUND. WHY DON'T YOU JUST GO AND FIND YOURSELF A BOYFRIEND, HUH?

MARY JANE!



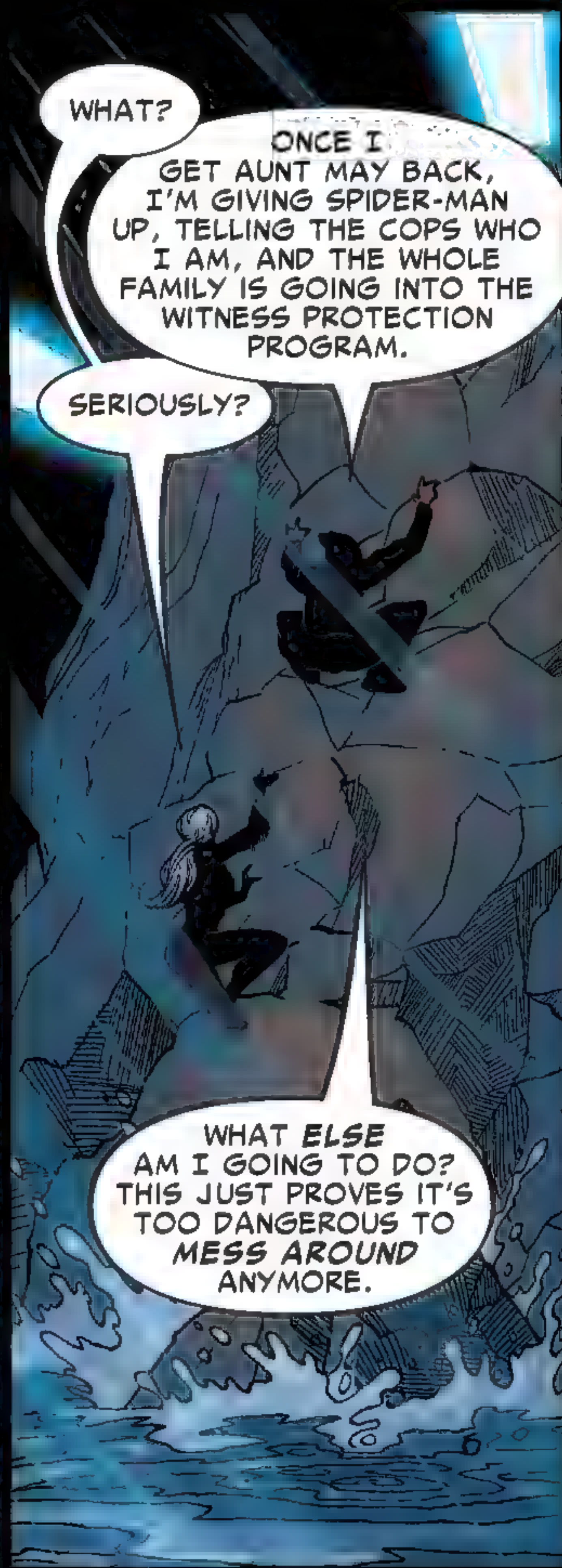






WHAT ARE YOU GOING TO DO ONCE HE'S OUT THERE AGAIN? ABOUT YOUR SECRET IDENTITY, I MEAN. HOW ARE YOU GOING TO MAKE SURE NOTHING LIKE THIS EVER HAPPENS IN THE FUTURE?

WITNESS PROTECTION PROGRAM.



WHAT?

ONCE I GET AUNT MAY BACK, I'M GIVING SPIDER-MAN UP, TELLING THE COPS WHO I AM, AND THE WHOLE FAMILY IS GOING INTO THE WITNESS PROTECTION PROGRAM.

SERIOUSLY?

WHAT ELSE AM I GOING TO DO? THIS JUST PROVES IT'S TOO DANGEROUS TO MESS AROUND ANYMORE.



THANKS FOR PUTTING THESE OUTFITS TOGETHER, BY THE WAY. THEY'RE NICE AND LOOSE SO IT'S HARD TO EVEN MAKE OUT WHAT SIZE WE ARE. JUST NEED TO REMEMBER NOT TO USE MY WEB-SHOOTERS.

DID I TELL YOU I WAS GOING TO MAKE US DAREDEVIL AND ELEKTRA COSTUMES? JUST TO GET A RISE OUT OF MATT?



OH, MAN. THAT WOULD HAVE BEEN PRICELESS. CAN YOU IMAGINE THEIR FACES? THEY'D HAVE GONE ABSOLUTELY NUTS.

GOD, HOW CAN I LAUGH AT A TIME LIKE THIS?



PETER, BEFORE WE DO THIS--I JUST WANT TO SAY SOMETHING.

S'UP?



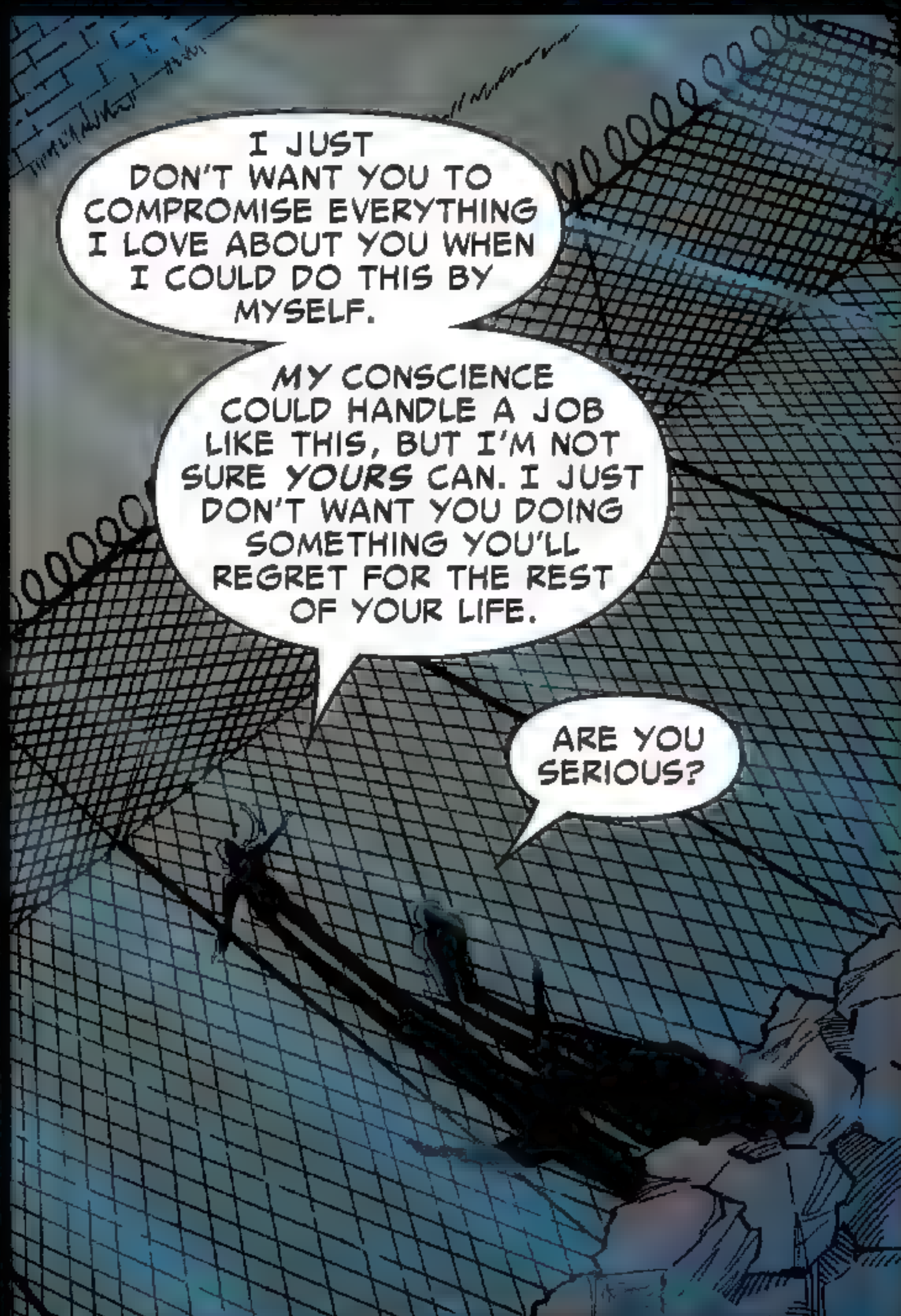
I JUST WANT YOU TO REALIZE I'M READY TO DO THIS BY MYSELF IF YOU DON'T WANT TO CROSS THIS LINE.

WHAT DO YOU MEAN?



WELL, YOU'RE A MUCH BETTER PERSON THAN I AM, PETER. I'M NOT BEING MODEST HERE. YOU JUST ARE AND WE BOTH KNOW IT.

YOU'RE ALSO A SUPER HERO AND, AS MUCH AS I'M TRYING, I'M NEVER REALLY GOING TO BE ONE OF THE GOOD GUYS LIKE YOU OR CAPTAIN AMERICA OR THE FANTASTIC FOUR.



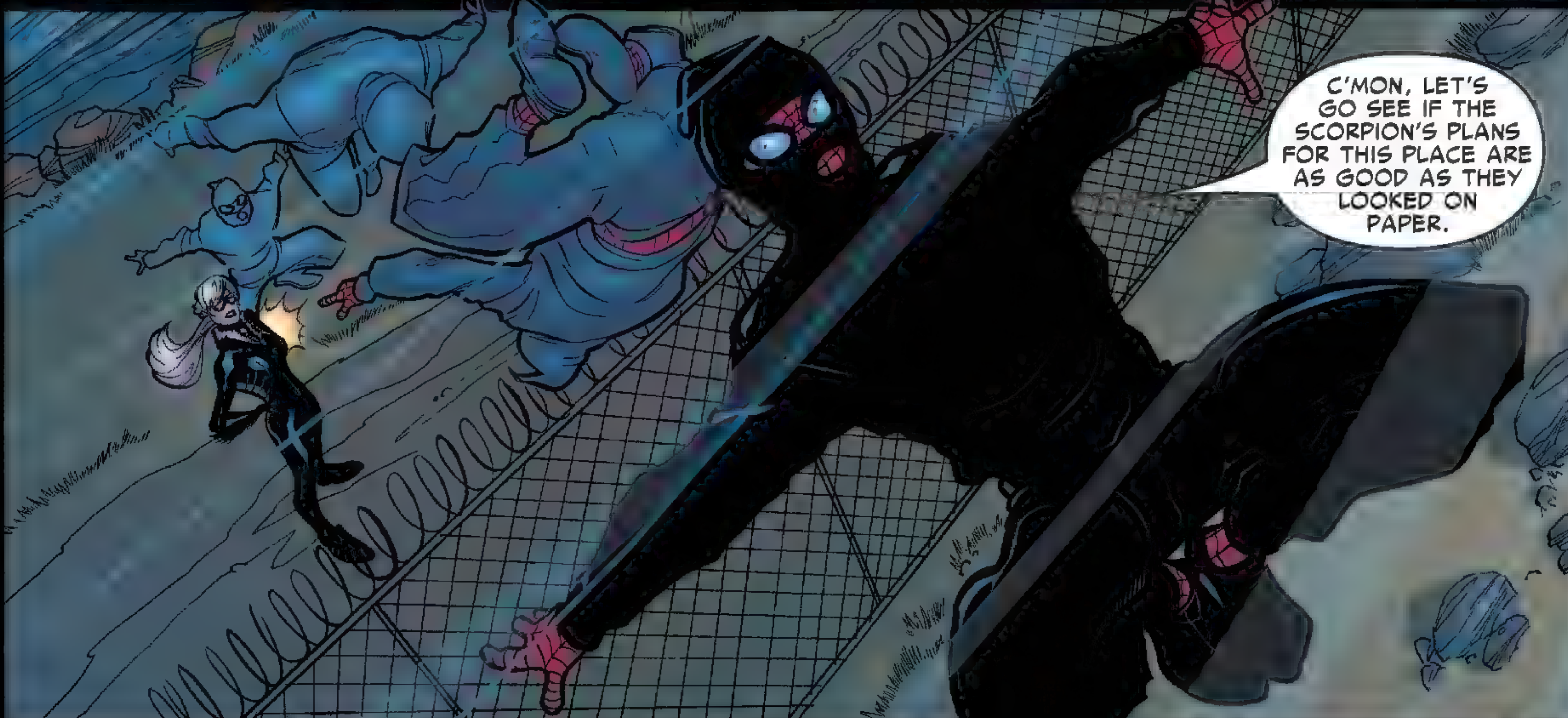
I JUST DON'T WANT YOU TO COMPROMISE EVERYTHING I LOVE ABOUT YOU WHEN I COULD DO THIS BY MYSELF.

MY CONSCIENCE COULD HANDLE A JOB LIKE THIS, BUT I'M NOT SURE YOURS CAN. I JUST DON'T WANT YOU DOING SOMETHING YOU'LL REGRET FOR THE REST OF YOUR LIFE.

ARE YOU SERIOUS?



A HUNDRED PERCENT SERIOUS.



C'MON, LET'S GO SEE IF THE SCORPION'S PLANS FOR THIS PLACE ARE AS GOOD AS THEY LOOKED ON PAPER.



LISTEN,
NOBODY'S ASKING
YOU TO DO ANYTHING
ILLEGAL HERE, HAYDN.
ALL WE'RE ASKING YOU
TO DO IS LOOK THE
OTHER WAY FOR A
SECOND.



YOU CAN
SAY YOU WERE
ON ANOTHER TOILET-
BREAK. JUST BLAME
IT ON YOUR
PROSTATITIS.



I DUNNO, MAN.
I MEAN, MY HEART
GOES OUT TO SCOTTY
AND EVERYTHING, BUT I
GOT A WIFE AND KIDS
TO THINK ABOUT. IF I
LOSE THIS JOB...



YOU'RE NOT GONNA LOSE YOUR
JOB, HAYDN. WE'RE THE ONES
PULLING THE TRIGGERS DOWN
THERE. ALL WE'RE ASKING YOU
TO DO IS LOOK THE
OTHER WAY, FOR GOD'S
SAKES.



BESIDES, YOU REALLY
THINK WE AIN'T GONNA
BE HEROES AFTER THIS?
HOW MANY PEOPLE HAS
OSBORN KILLED? THEY'LL
END UP GIVING US A
FRIGGIN' MEDAL FOR
PULLING THIS OFF.



BUT
I GOT A
WIFE...



SCOTTY HAD
A WIFE TOO UNTIL THAT
PIECE OF CRAP POISONED
HER AND PUT HER IN THE
GROUND.



IT'S HIS
FIRST NIGHT BACK
SINCE THE FUNERAL,
HAYDN, AND HE
REALLY NEEDS US TO
HELP HIM OUT
HERE, MAN.



WHAT'S A
RIFLE GONNA DO
TO OSBORN ANYWAY?
HIS SKIN'S SUPPOSED
TO BE BULLETPROOF,
RIGHT?

SOME BULLETS ARE BETTER
THAN OTHERS, BUDDY. THESE NEW
ASSAULT RIFLES WE BEEN ISSUED
TOOK A CHUNK OUTTA THE
RHINO'S BUTT JUST LAST WEEK.



WHAT'S THE WORD?



GOOD TO GO, PETER. I'VE PAUSED ALL THE SECURITY CAMERAS ACROSS THE ROUTE THE SCORPION LAID OUT FOR YOU.

TRIP-SENSORS GAVE ME A LITTLE TROUBLE, BUT YOU'RE CLEAR TO TOUCH THE WALLS AND FLOOR FOR AT LEAST ANOTHER TWENTY MINUTES.



I DIDN'T KNOW YOU WERE SUCH AN EGGHEAD, MISS KYLE.

BENEFITS OF A GOOD CATHOLIC SCHOOL EDUCATION, MISTER PARKER. THE SCORPION'S SCHEMATIC WORKING OUT FOR YOU DOWN THERE?



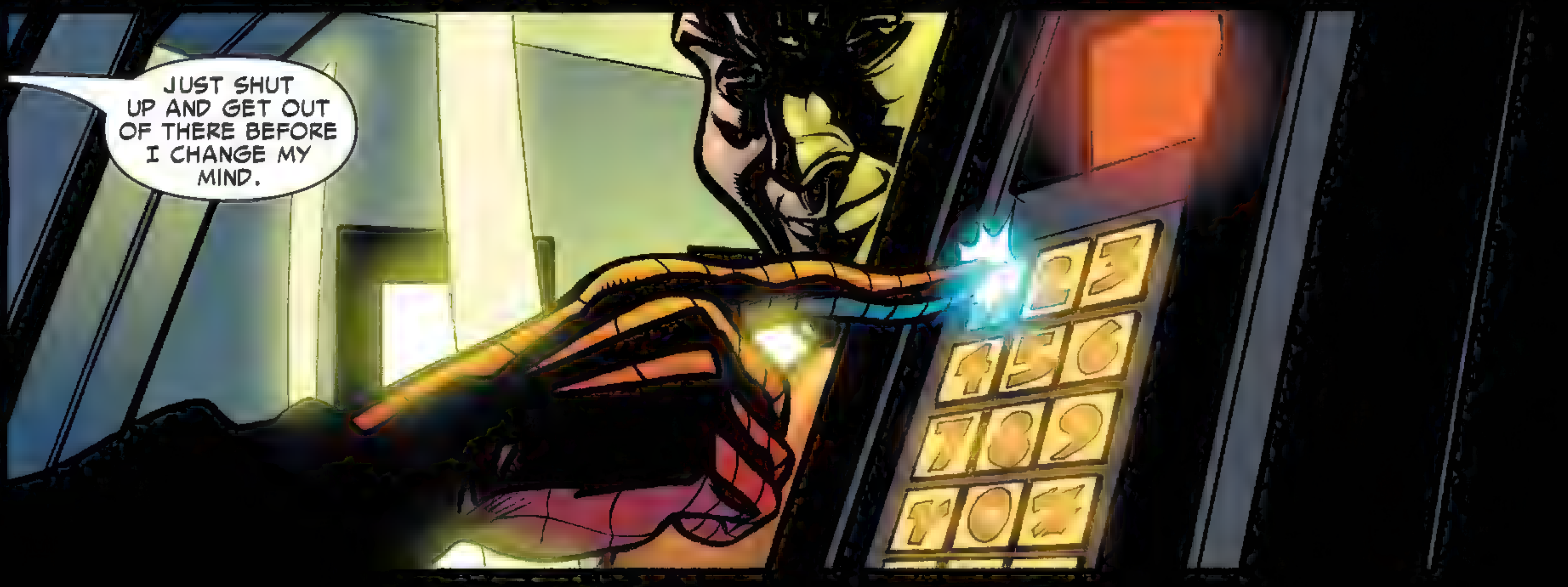
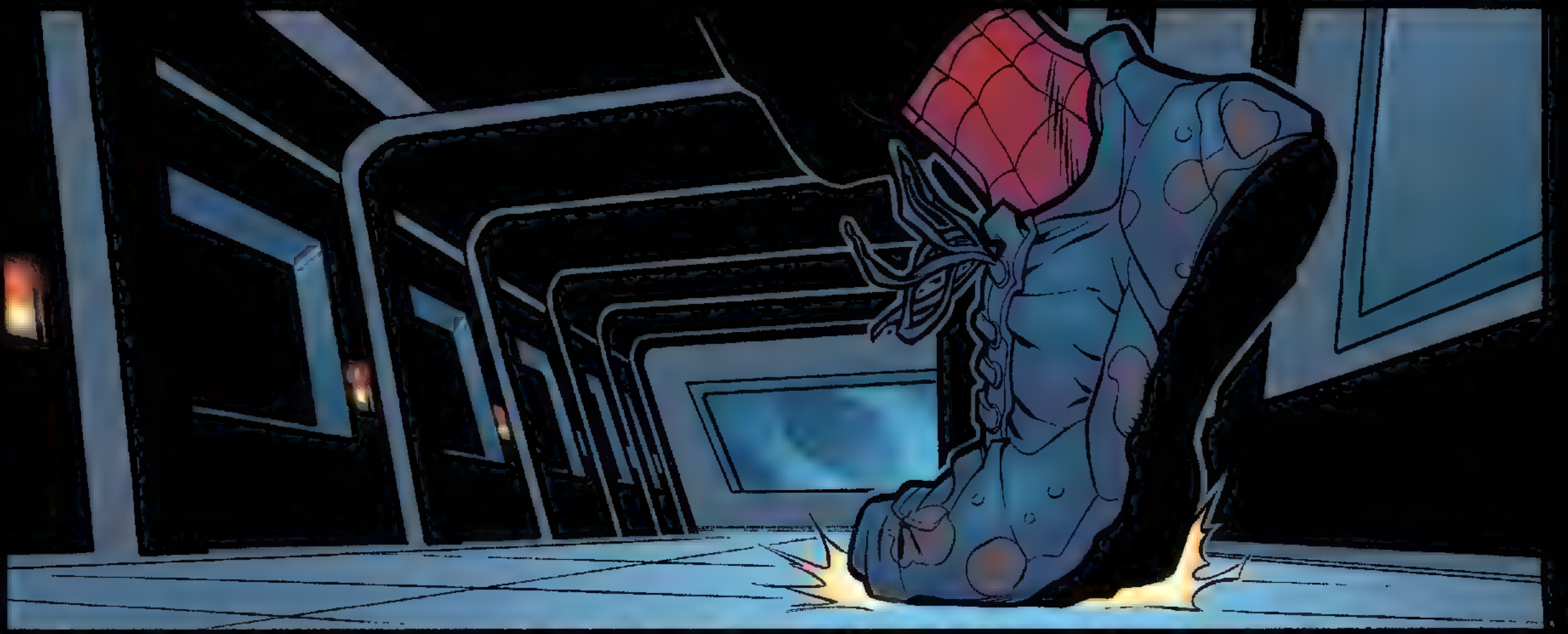
RIGHT DOWN TO THE SMALLEST DETAIL. MAN, IS THAT BLACKIE DRAGO IN THERE?

I HAVEN'T SEEN HIM SINCE HE WAS DOING THE WHOLE VULTURE THING A FEW YEARS BACK. IS HE STILL LOCKED UP?

WE REALLY MEET SOME INTERESTING PEOPLE IN THIS JOB, DON'T WE?



TELL ME ABOUT IT.





WANT TO LET YOU KNOW HOW MUCH I APPRECIATE THIS, GUYS. THE WARDEN SAID I COULD TAKE ANOTHER COUPLE OF MONTHS IF I LIKE, BUT WHAT GOOD'S LYING AROUND THE HOUSE GONNA DO ME?



I GOTTA DO SOMETHING POSITIVE IF I'M GONNA FEEL BETTER AND WHAT COULD BE MORE POSITIVE THAN EMPTYING A SHELL RIGHT IN THE FACE OF THAT PIECE OF CRAP SLEEPING IN THERE?

DOESN'T MATTER WHAT HAPPENS TO ME AFTERWARDS. NOTHING'S GONNA MAKE ME FEEL WORSE THAN I FEEL NOW ANYWAY.

JUST REMEMBER, WE'RE RIGHT BEHIND YOU, SCOTTY. MONITOR ROOM BOYS TOO.

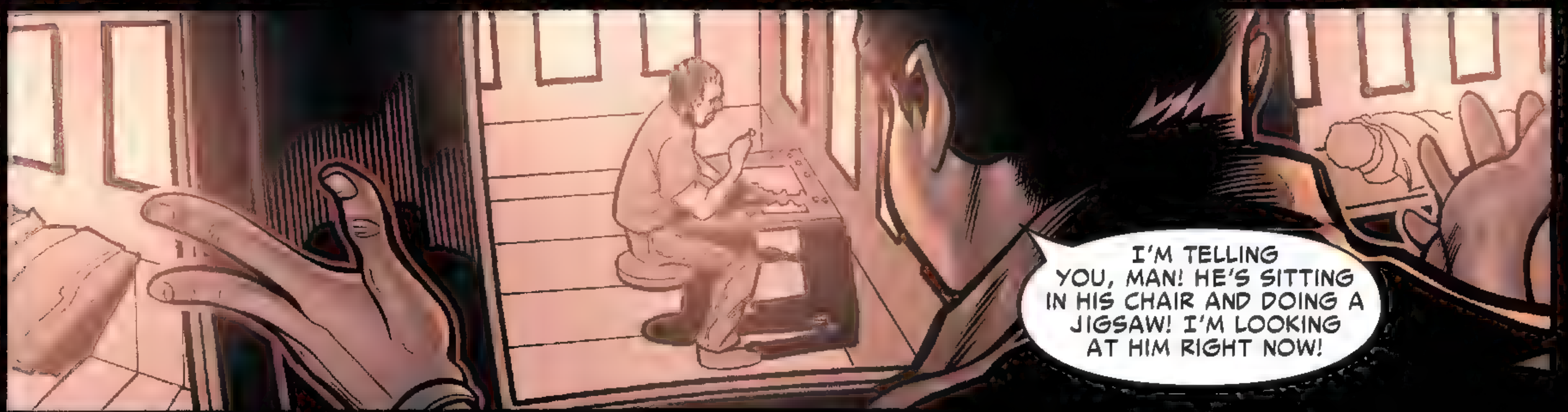
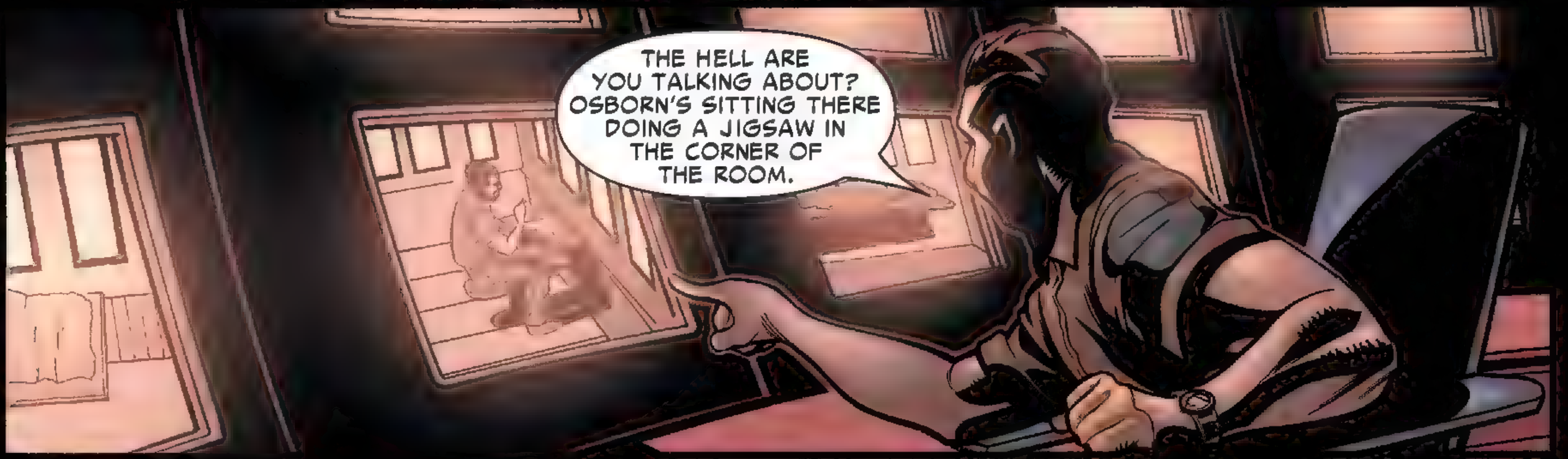
THE WHOLE DAMN PLACE WANTS THIS BUM TO SUFFER FOR WHAT HE DID TO BARBARA. ONLY RIGHT YOU SHOULD GET YOUR REVENGE.

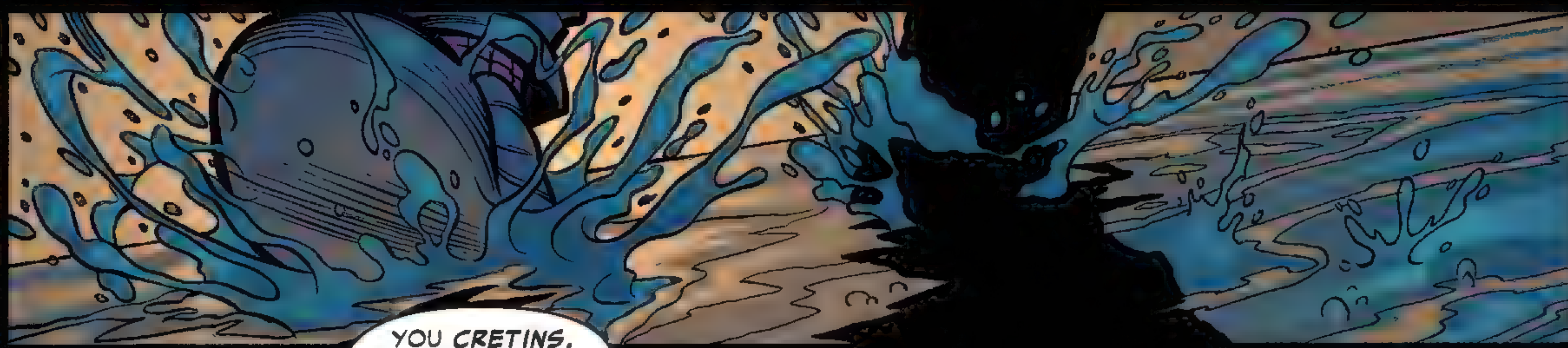


THANKS, MAN. APPRECIATED.

TONY, COULD WE GET SOME LIGHTS IN FOUR-FIVE-ONE?







AFTER YOU
SHOW ME WHERE
YOU GOT AUNT MAY
LOCKED UP, SMART-
GUY.



AW,
GREAT...





GUYS! LISTEN UP! IT'S JODIE DOWN IN DELTA TUNNEL! TELL THE C.O.S I GOT THE BREAK-OUTS! THEY'RE STANDING RIGHT HERE IN--

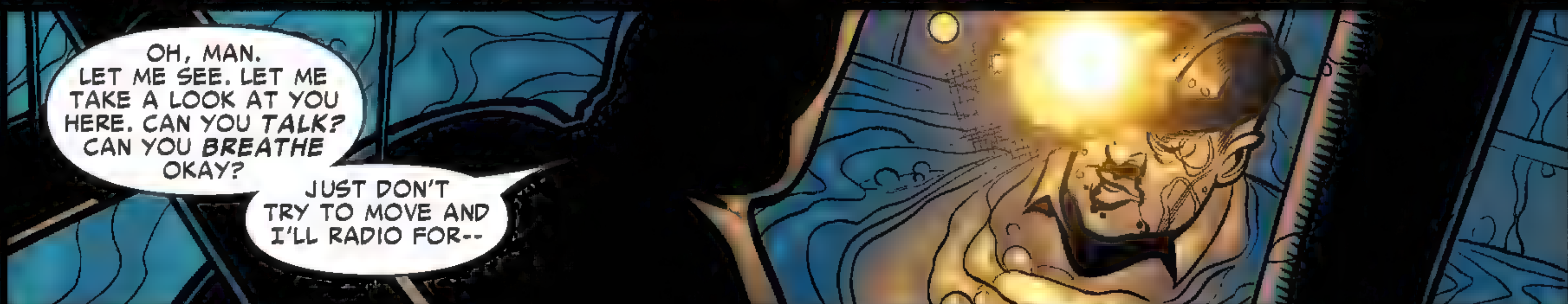
RRRRRR--

HUHHNN!!



OSBORN!

FELICIA! GET AFTER HIM!



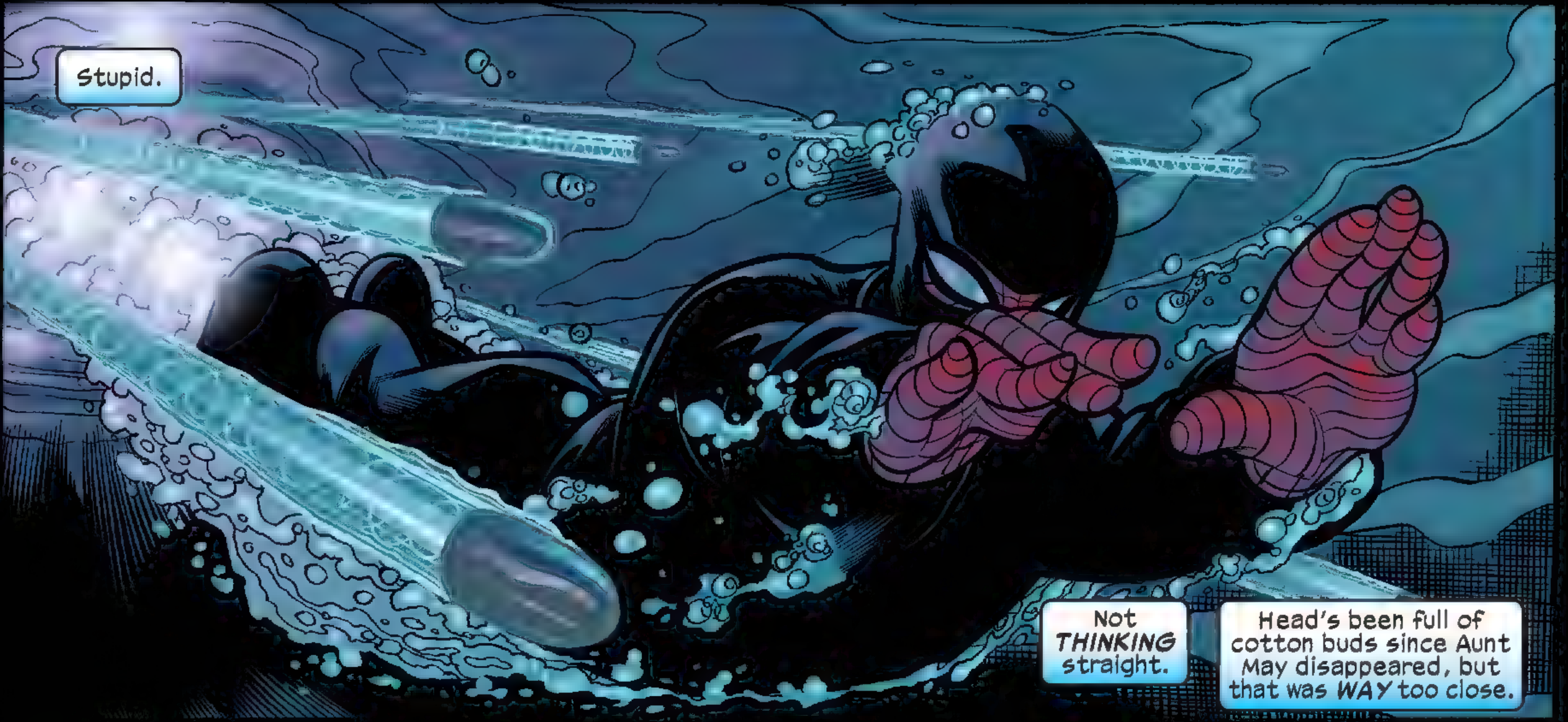
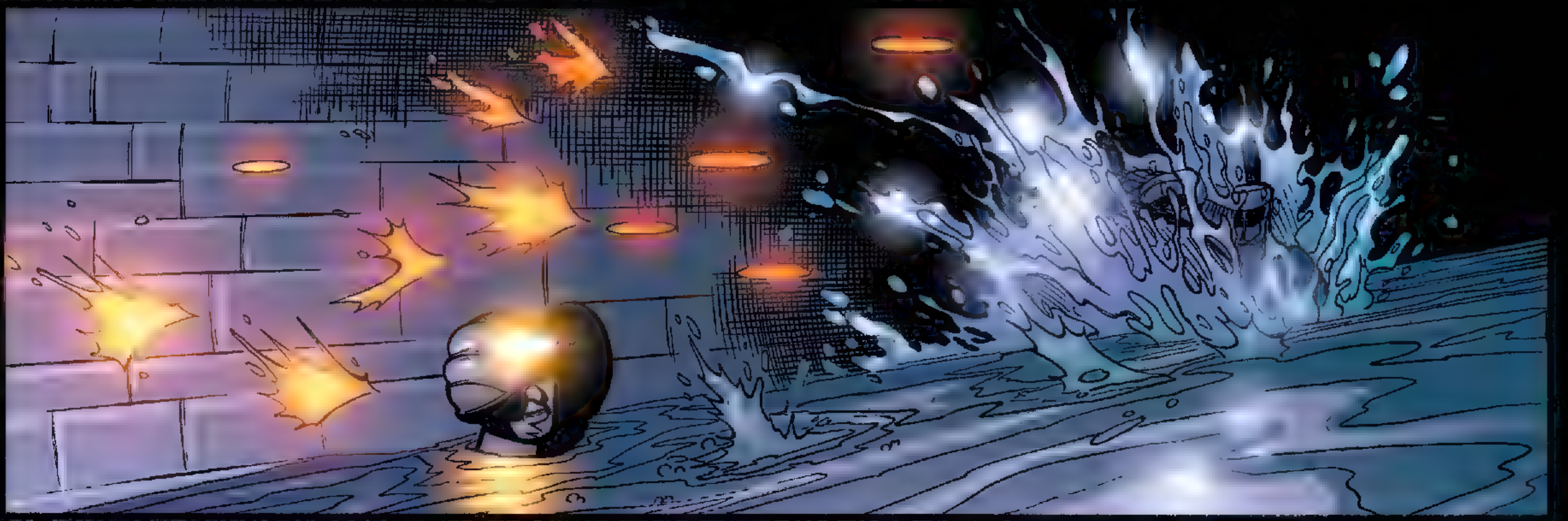
OH, MAN. LET ME SEE. LET ME TAKE A LOOK AT YOU HERE. CAN YOU TALK? CAN YOU BREATHE OKAY?

JUST DON'T TRY TO MOVE AND I'LL RADIO FOR--



FREEZE!

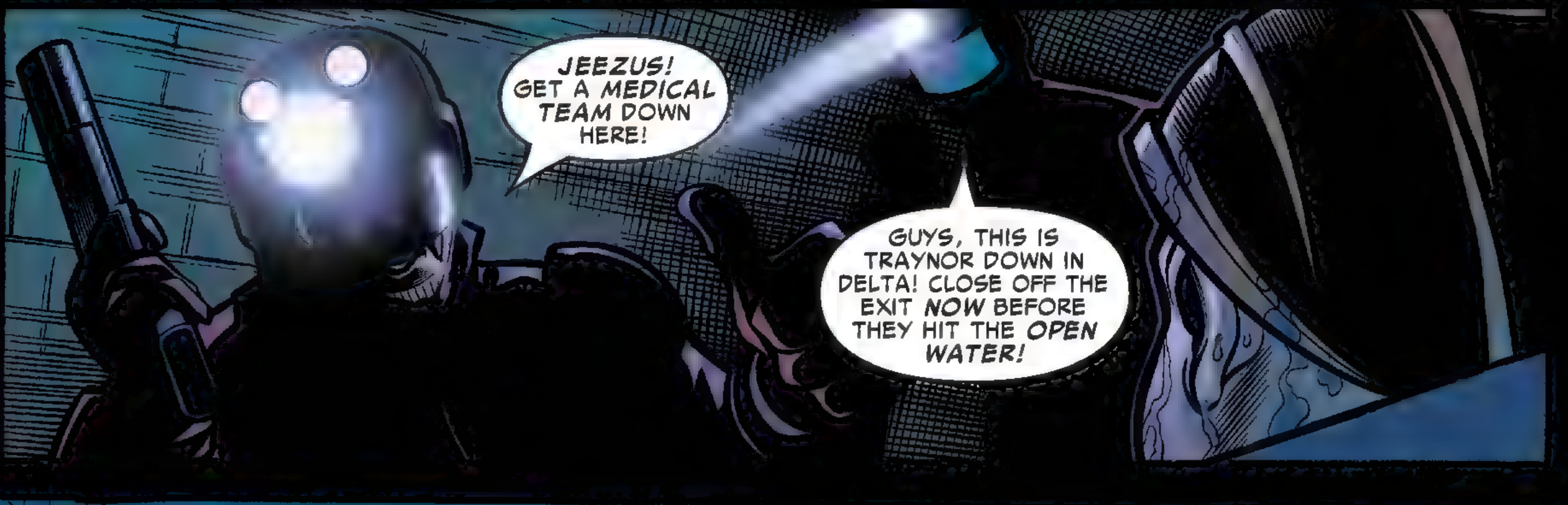
HE'S OKAY! I THINK HE JUST BROKE A COUPLE OF--



Stupid.

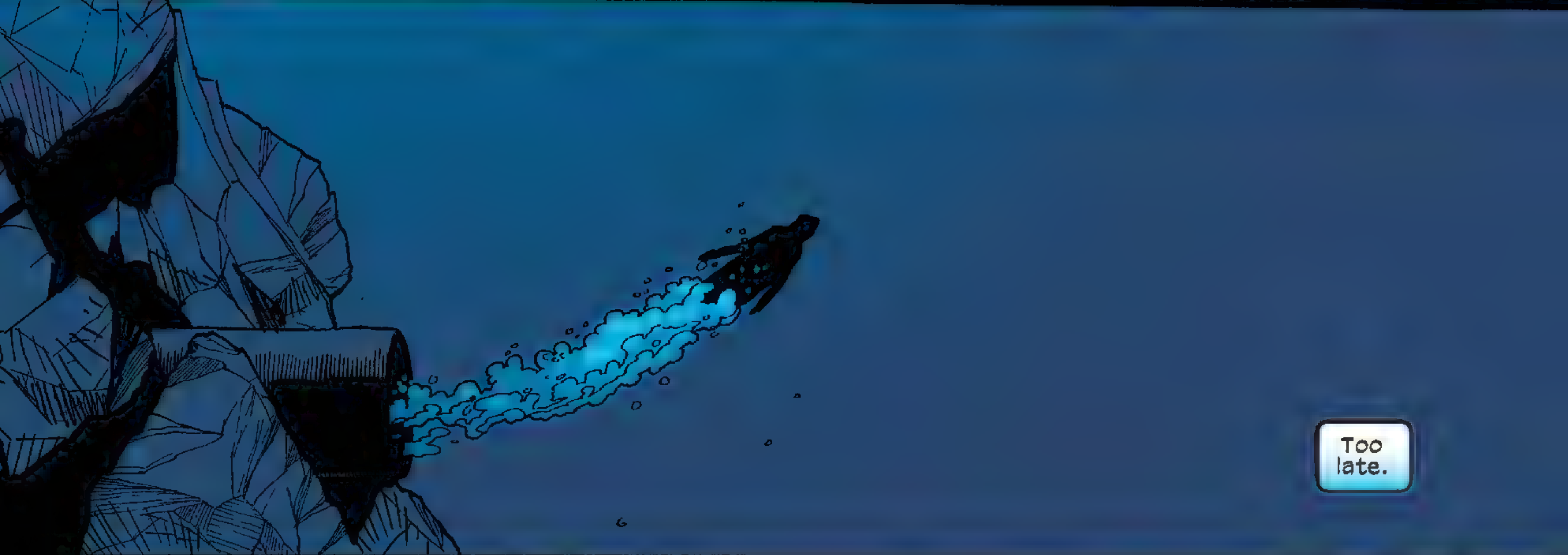
Not
THINKING
straight.

Head's been full of
cotton buds since Aunt
May disappeared, but
that was **WAY** too close.



JEEZUS!
GET A MEDICAL
TEAM DOWN
HERE!

GUYS, THIS IS
TRAYNOR DOWN IN
DELTA! CLOSE OFF THE
EXIT NOW BEFORE
THEY HIT THE OPEN
WATER!

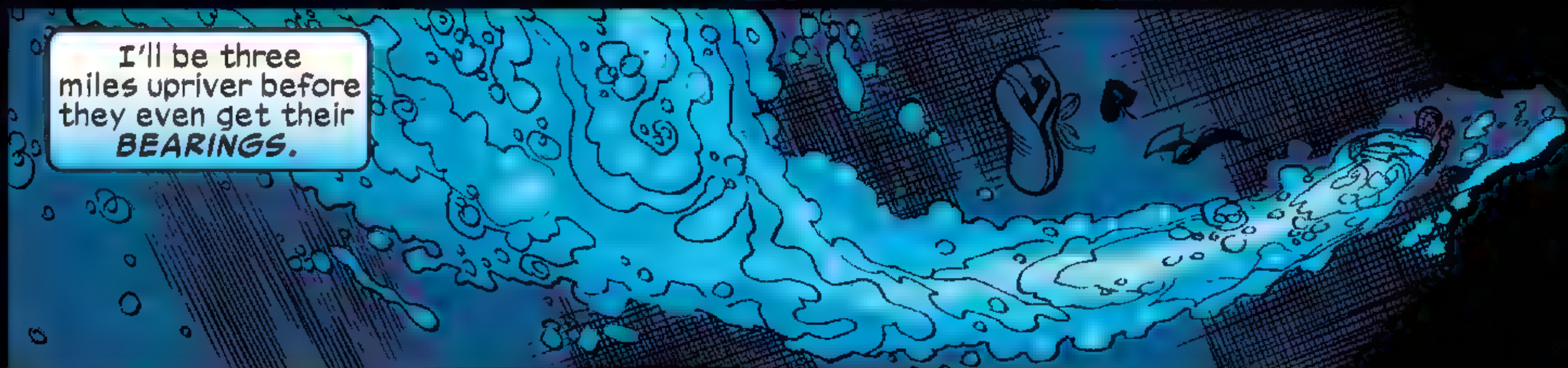


Too
late.



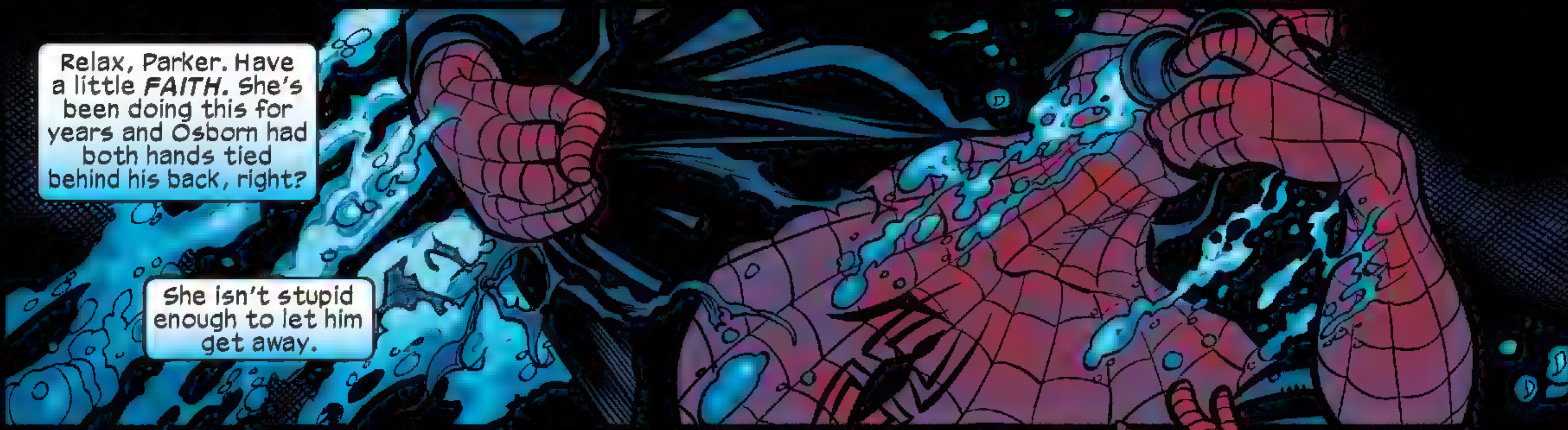
KUHH!

Got their choppers out faster than expected, but they still don't have a prayer.



I'll be three miles upriver before they even get their **BEARINGS**.

FELICIA.
Oh, my God...



Relax, Parker. Have a little **FAITH**. She's been doing this for years and Osborn had both hands tied behind his back, right?

She isn't stupid enough to let him get away.



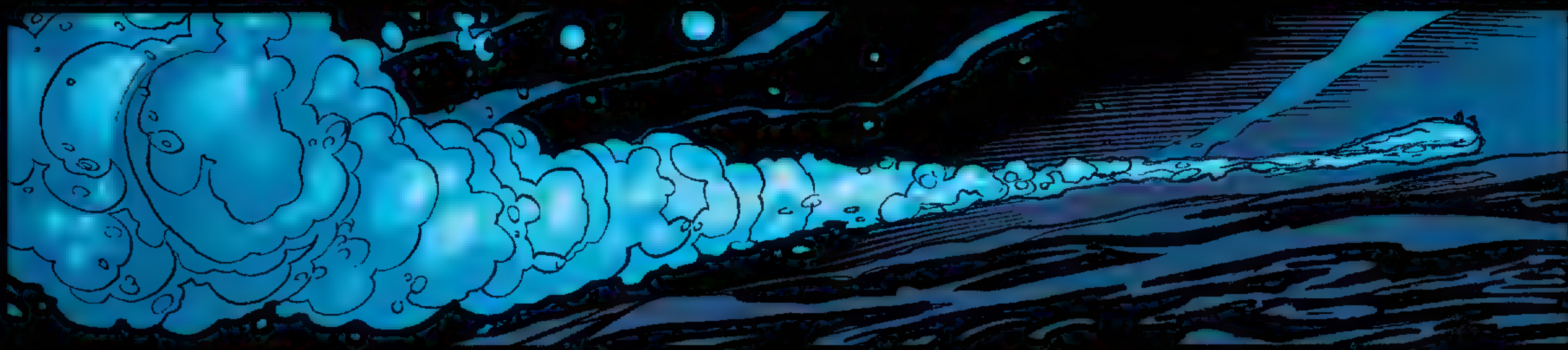
Stay down among the trash. Don't look up at the light. Just let them comb the bay and move on. It's all going according to plan.

Just meet Osborn and Felicia where you **SAID** you would and he'll take you straight to Aunt May.

It was a risk I had to **TAKE**, Uncle Ben. Please don't be--



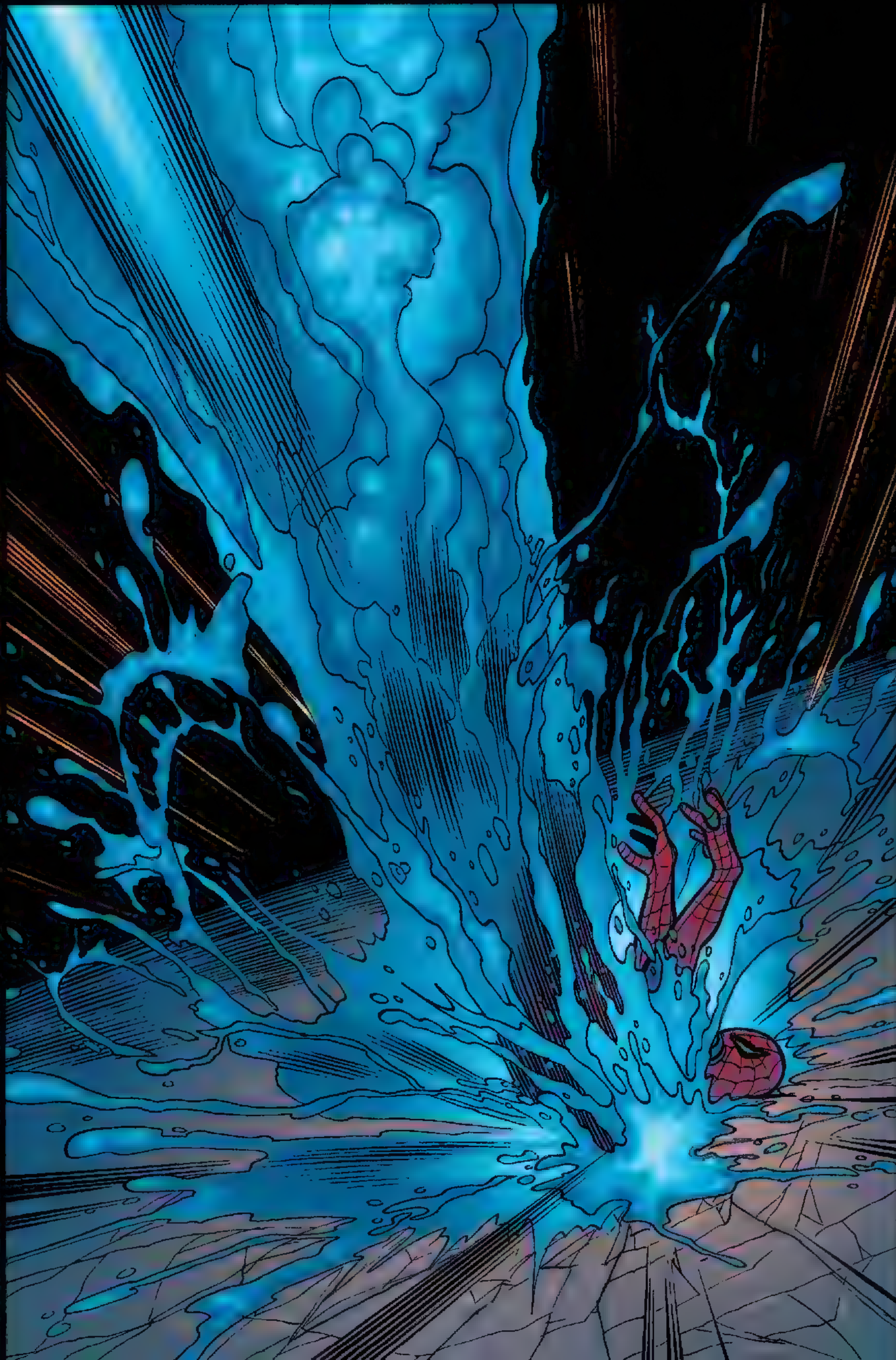
What the--?



Oh, my God.

Oh, my God.

Oh, my God.





WHAT'S THE
MATTER, SPIDER-
MAN? SWALLOW A
LITTLE WATER?

HYDRO-MAN...
YOU IDIOT.

WHAT ARE
YOU DOING
HERE...?



MAKING FIFTY
GRAND AN HOUR,
MORON. JUST LIKE
THE SANDMAN'S
MAKIN' FOR THIS
LITTLE SHINDIG.

I'M SORRY,
BABY. ONE OF THEM
I COULD HAVE TAKEN
ON MY OWN, BUT...



OH,
PLEASE,
FELICIA. SPARE
ME.

OH, MY
GOD!



YOU KNOW
YOUR TROUBLE,
SPIDER-MAN? YOU
ALWAYS THINK
THE BEST OF
PEOPLE.

YOU ALWAYS
THINK THAT EVERYONE
IS JUST AS NICE AS
YOU ARE.



IS YOUR HEAD THIS MUCH OF A MESS RIGHT NOW? DID YOU REALLY THINK I WOULDN'T HAVE A **DOUBLE-CROSS** PREPARED?

YOUR MISSING PERSON'S GOING TO STARVE TO DEATH, BOY. A MONTH FROM NOW SHE'LL BE A BAG OF BONES AND THE SAME GOES FOR THAT PRETTY LITTLE MISSUS.

THERE'S ALWAYS A PLAN WITHIN A PLAN WITHIN A PLAN WHEN YOU'RE UP AGAINST THE **GOBLIN**, INSECT. DID YOU REALLY THINK I'D LET YOU **GET AWAY** WITH THROWING ME IN JAIL?

OSBORN, PLEASE. I KEPT UP MY END OF THE BARGAIN...YOU'D BE DEAD IF I HADN'T BROKEN YOU LOOSE...

AND I APPRECIATE THAT, I REALLY DO. BUT I ALSO HAVE MY SUPER-CRIMINAL REPUTATION TO THINK OF...

...AND IT TICKLES ME TO THINK THAT THE LAST THING YOU DID BEFORE YOU DIED WAS **BREAK THE LAW** ON MY BEHALF.

THAT'S JUST TOO FUNNY FOR WORDS.



WHAT ARE YOU WAITING FOR, BOYS? SHOW HIM WHO HE'S GOING TO BE **TANGLING** WITH WHILE I'M **DANCING** WITH HIS WIFE.

Oh, no. This isn't happening.



All I wanted was Aunt May back safe and sound. Just this once I thought he'd keep his word. Just this **ONCE**.

His stupid **LIFE** was in danger...

TELL HIM WHAT YOU **CALLED US**, GOBLIN. TELL HIM ABOUT THIS **COOL NAME** YOU MADE UP FOR EVERYBODY.



WELL, I
THOUGHT THE
SINISTER TWELVE
HAD A CERTAIN
CURIOUS
APPEAL.

JUST A
SHAME THE
SCORPION NEVER
APPEARED.



YOU GOTTA
BE KIDDING ME,
NORMAN. I JUST
GOT HELD
UP--

SCORPION?

THIS IS
SPIDER-MAN'S
LAST STAND,
RIGHT?

I WOULDN'T
HAVE MISSED
THAT FOR THE
WORLD.



MARVEL KNIGHTS SPIDER-MAN #11
TERRY DODSON, RACHEL DODSON & LAURA MARTIN

THE LAST STAND

PART
THREE
OF FOUR

SCORPION?
IS THAT YOU?

I'M NOT THE
SCORPION ANYMORE,
NORMAN. I'M VENOM. THE
NEW VENOM. HOW DO YOU
LIKE THE ALIEN SUIT?
ISN'T THIS
INCREDIBLE?



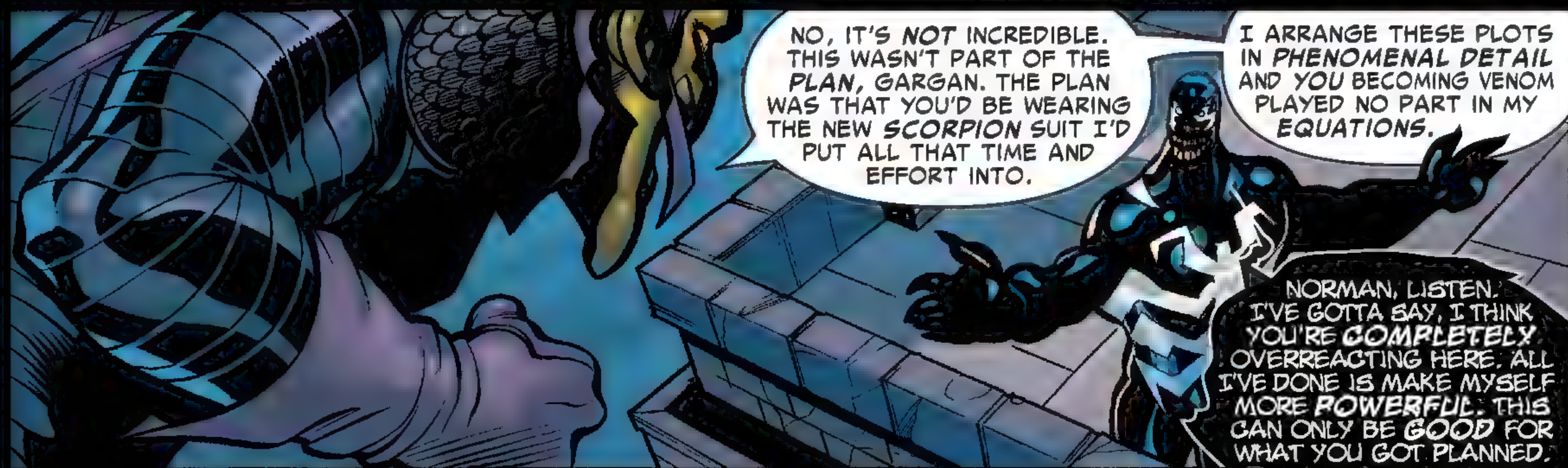


WHAT?

NO, IT'S NOT INCREDIBLE. THIS WASN'T PART OF THE PLAN, GARGAN. THE PLAN WAS THAT YOU'D BE WEARING THE NEW *SCORPION* SUIT I'D PUT ALL THAT TIME AND EFFORT INTO.

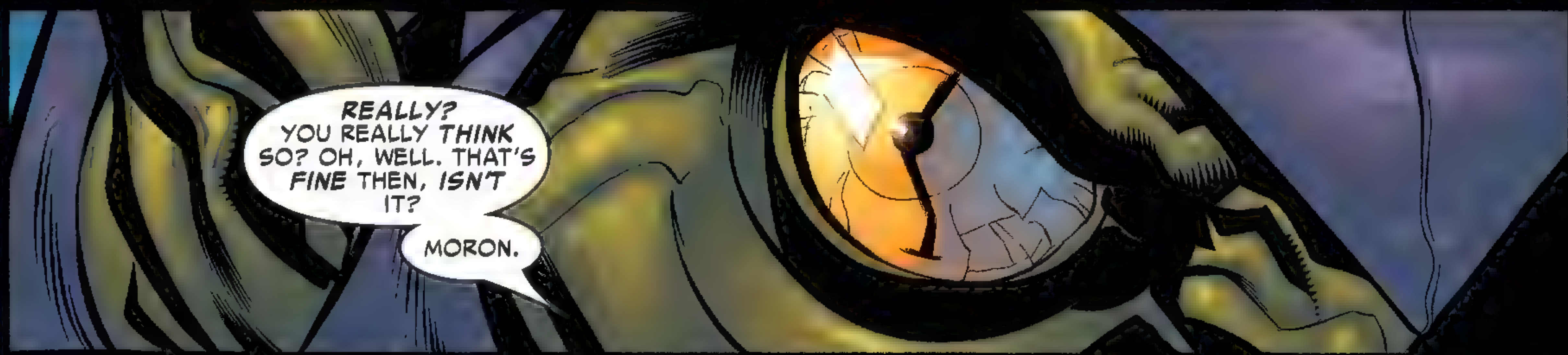
I ARRANGE THESE PLOTS IN *PHENOMENAL DETAIL* AND YOU BECOMING VENOM PLAYED NO PART IN MY EQUATIONS.

NORMAN, LISTEN. I'VE GOTTA SAY, I THINK YOU'RE *COMPLETELY* OVERREACTING HERE. ALL I'VE DONE IS MAKE MYSELF MORE *POWERFUL*. THIS CAN ONLY BE *GOOD* FOR WHAT YOU GOT PLANNED.



REALLY? YOU REALLY THINK SO? OH, WELL. THAT'S FINE THEN, ISN'T IT?

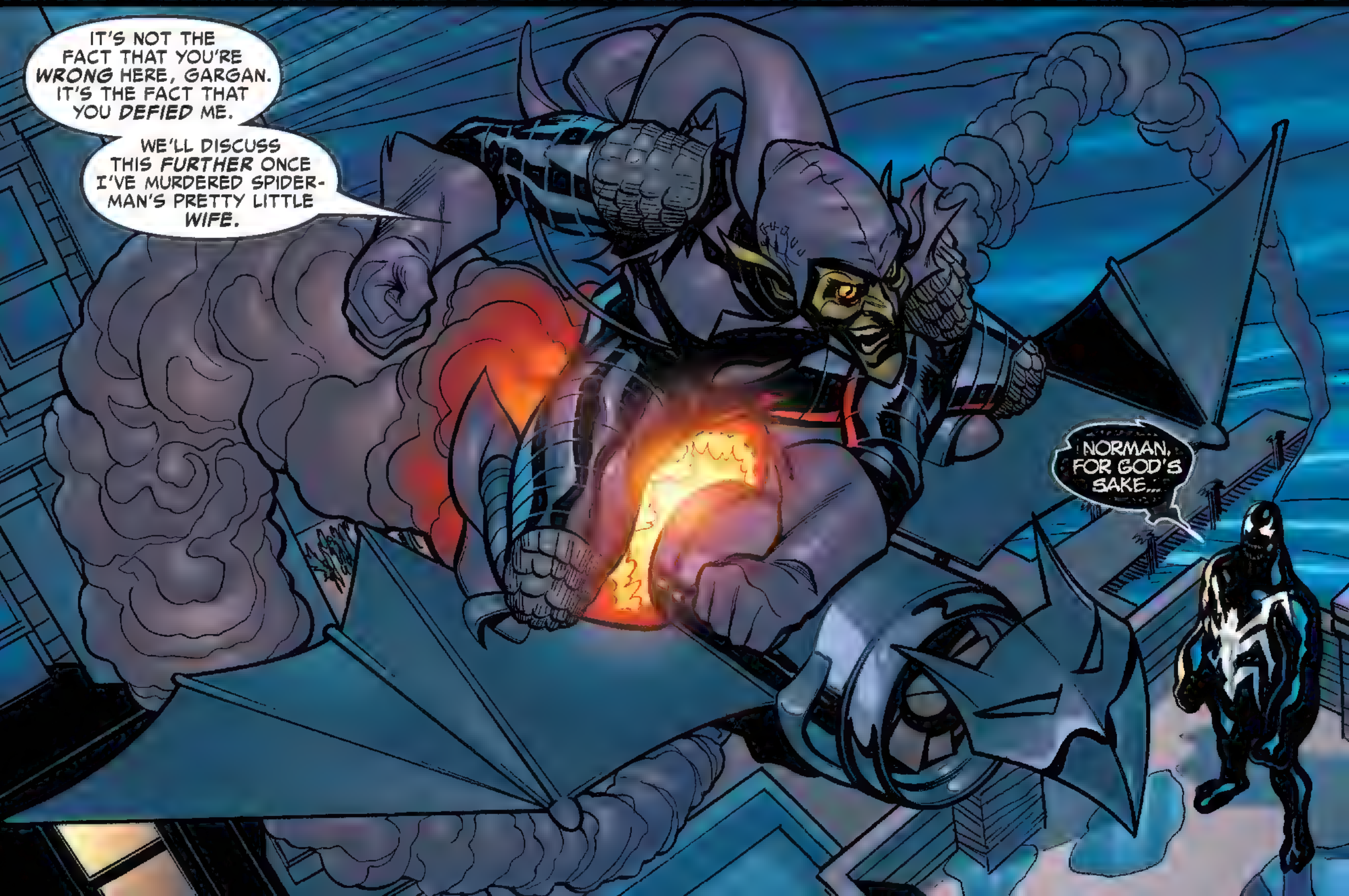
MORON.



IT'S NOT THE FACT THAT YOU'RE *WRONG* HERE, GARGAN. IT'S THE FACT THAT YOU *DEFIED* ME.

WE'LL DISCUSS THIS *FURTHER* ONCE I'VE MURDERED SPIDER-MAN'S PRETTY LITTLE WIFE.

NORMAN, FOR GOD'S SAKE...



Everyone's distracted.
There's never going to
be a better time...

HIT
THEM, FELICIA!
NOW!

Make it
COUNT, baby.

This isn't just about Aunt May
anymore. He's going to kill
Mary Jane. Gut her? Shoot
her? Toss her off a building?
He's going to kill Mary Jane
just like he killed **GWEN**.

NGH!

OH GOD, WOULD
SOMEBODY
JUST HIT THIS
CLOWN?

RELAX,
CHAMELEON.
I'M ON IT.

NO!

DON'T
EVEN THINK
ABOUT IT,
HONEY.

AIGHH!

MAX! WHAT
THE HELL ARE YOU
DOING? YOU WERE
SUPPOSED TO LEAVE
BLACK CAT TO
ME.

WE TALKED
ABOUT THIS ALL
THE WAY HERE, YOU
IDIOT. THIS WAS MY
BIG REVENGE FOR
WHAT SHE DID TO
MY FACE.

OKAY, SO
WE SIT TIGHT
UNTIL SHE COMES
AROUND AND THEN
YOU GET YOUR BIG
REVENGE, ADRIAN.
NO NEED TO HAVE
A HEART
ATTACK, MAN.

THAT'S NOT THE
POINT. SHE COULD BE
BRAIN-DAMAGED AFTER
A CHARGE LIKE THAT.
WHERE'S THE FUN IN
MESSING HER UP IF SHE'S
ALREADY FRIGGIN'
BRAIN-DAMAGED?

SO TAKE
IT OUT ON SPIDER-
MAN, VULTURE. HE'S
THE ONE WHO LOST
ALL YOUR GRANDSON'S
MONEY. HE'S THE ONE
YOU SHOULD BE
ANGRY WITH.

YEAH. GOOD
POINT, SHOCKER.
DAMN GOOD
POINT.

GONNA
HAVE TO WAIT
YOUR TURN, OLD
MAN. I BEEN LOOKING
FORWARD TO THIS
SINCE THAT WISE GUY
BROKE MY NOSE
DURING DOC OCK'S
SWEET NUPTIALS
A FEW YEARS
BACK.

I WANNA
REMIND HIM ABOUT
THAT MUNITIONS
SHED THING. HURT
LIKE HELL WHEN
THAT PLACE WENT
UP...

HEAR THAT,
SPIDER-MAN? THEY
ALL WANT A PIECE OF
YOU NOW. AND YOU
KNOW WHAT? THEY'RE
GONNA GET IT.

WE'RE GONNA
CARVE OUR NAMES
IN YOUR CORPSE
AND HANG IT FROM
THE NEAREST
FLAGPOLE.



YOU'VE NO IDEA HOW GOOD IT FEELS HAVING THE **SYMBIOTE** INSIDE ME. ALL THOSE YEARS OF BEING **B-LIST** GAVE ME ENOUGH PAIN AND RESENTMENT TO FEED THIS BEAST FOR A LIFETIME.

TELL HIM WHAT WE'RE GONNA DO TO HIM, GARGAN. TELL HIM WHAT'S GONNA HAPPEN TO HIM, HUH?

YOU'RE GONNA **DIE** TONIGHT, SPIDER-MAN. OSBORN'S **ORDERS**.

RIGHT HERE, RIGHT NOW, AND YOU KNOW WHAT? THAT SKANKY REDHEAD BACK HOME'S GONNA DIE TONIGHT TOO.

OSBORN'S WANTED A CRACK AT HER FOR A LONG TIME...

HOLY--

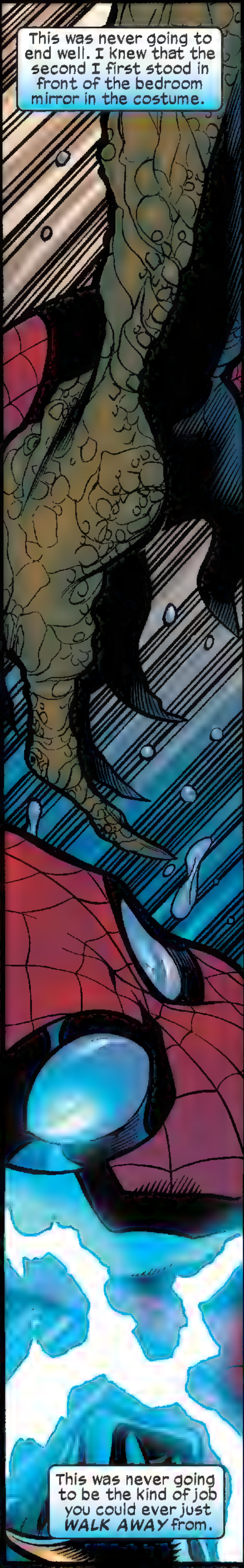
SHUT UP!

I'm dead.

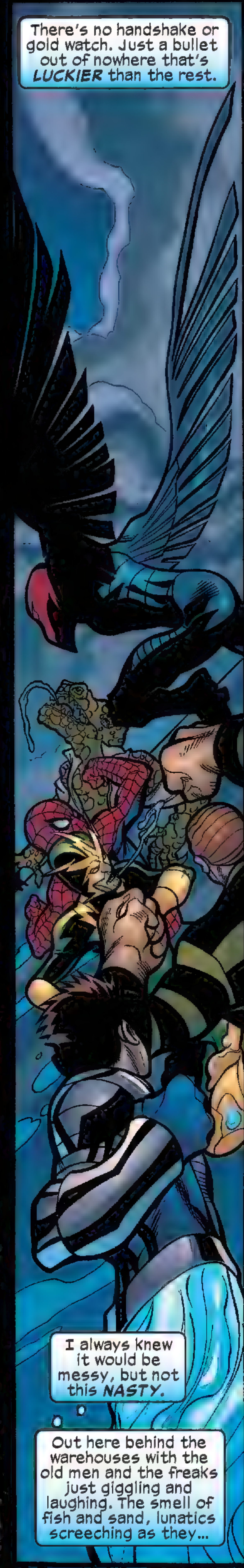
I'm already lying on that mortuary slab. My name's in the paper. Peter Parker was Spider-Man. Someone is already chiselling my epitaph on a gravestone.

I'm dead and buried and the only real **DIFFERENCE** I can make is how many of these punks I can take down before they **FINISH** me.

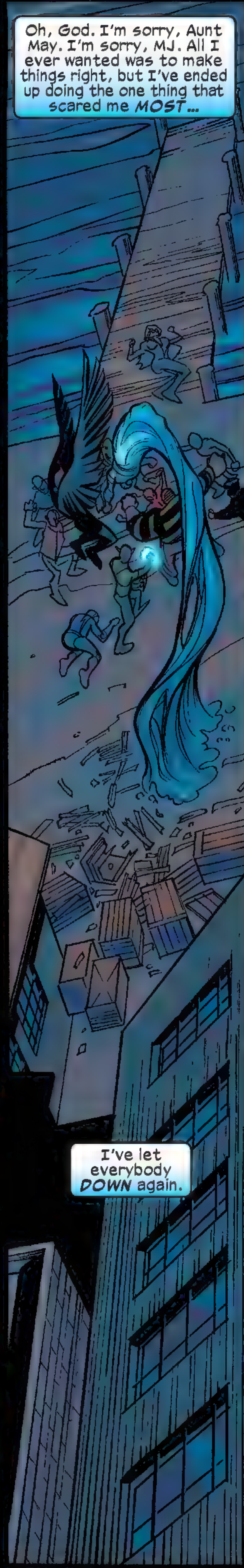
UNH!



This was never going to end well. I knew that the second I first stood in front of the bedroom mirror in the costume.



There's no handshake or gold watch. Just a bullet out of nowhere that's **LUCKIER** than the rest.



Oh, God. I'm sorry, Aunt May. I'm sorry, MJ. All I ever wanted was to make things right, but I've ended up doing the one thing that scared me **MOST**...



You're both going to **DIE** and it's all my **FAULT**.

ON MY
MARK, LADIES AND GENTLEMEN--

I've let
everybody
DOWN again.

I always knew
it would be
messy, but not
this **NASTY**.

Out here behind the
warehouses with the
old men and the freaks
just giggling and
laughing. The smell of
fish and sand, lunatics
screeching as they...

This was never going
to be the kind of job
you could ever just
WALK AWAY from.

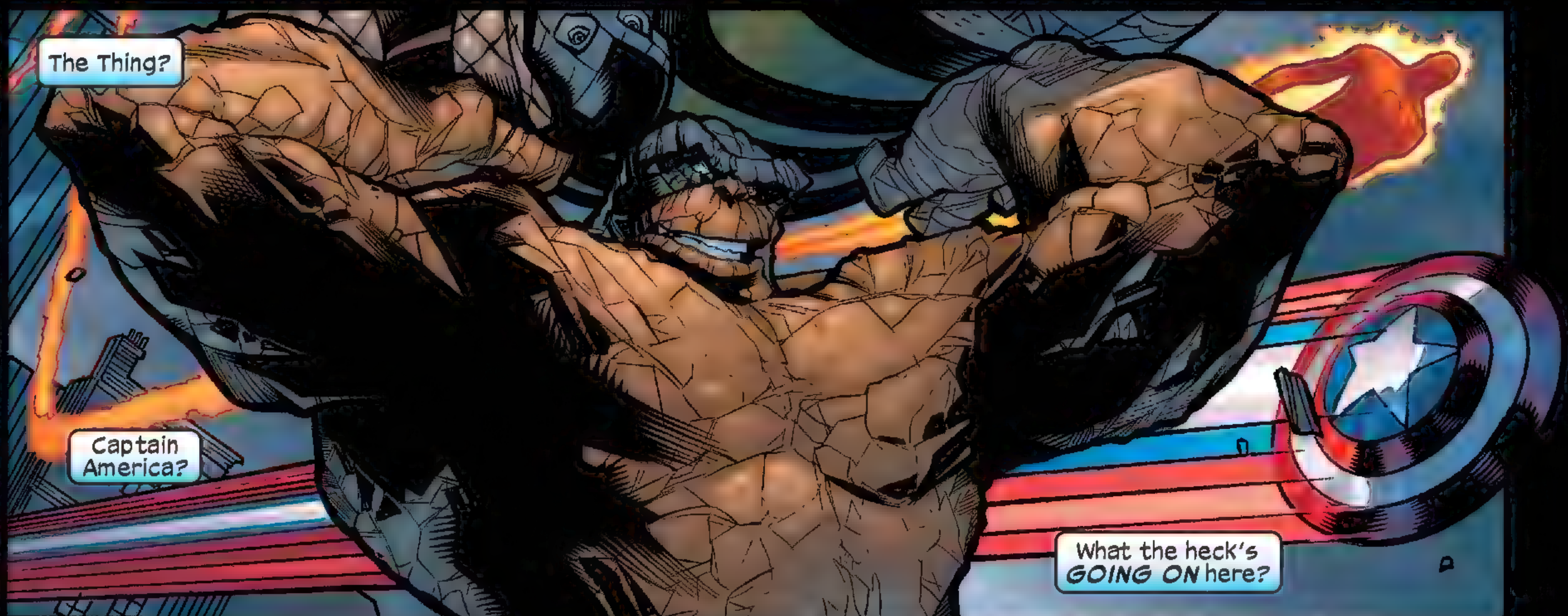


TAKE 'EM
DOWN.



Iron Man?

Daredevil?



The Thing?

Captain America?

What the heck's
GOING ON here?

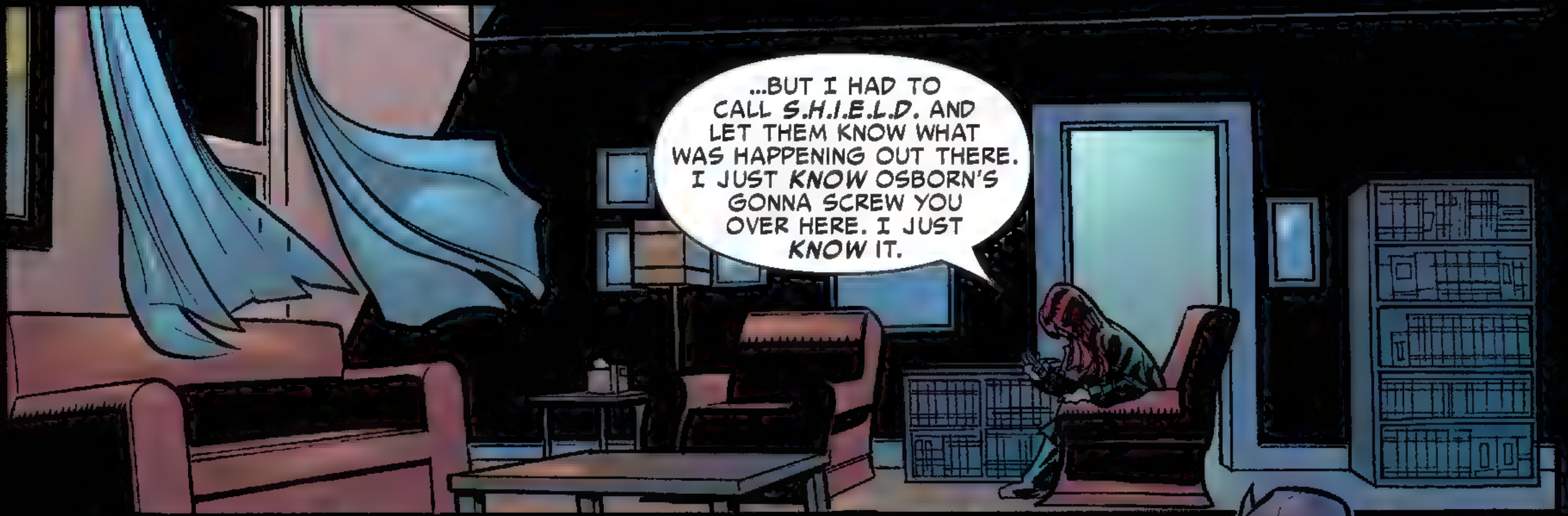


How did they even
know where Osborn
was *MEETING* me?

UNGH!



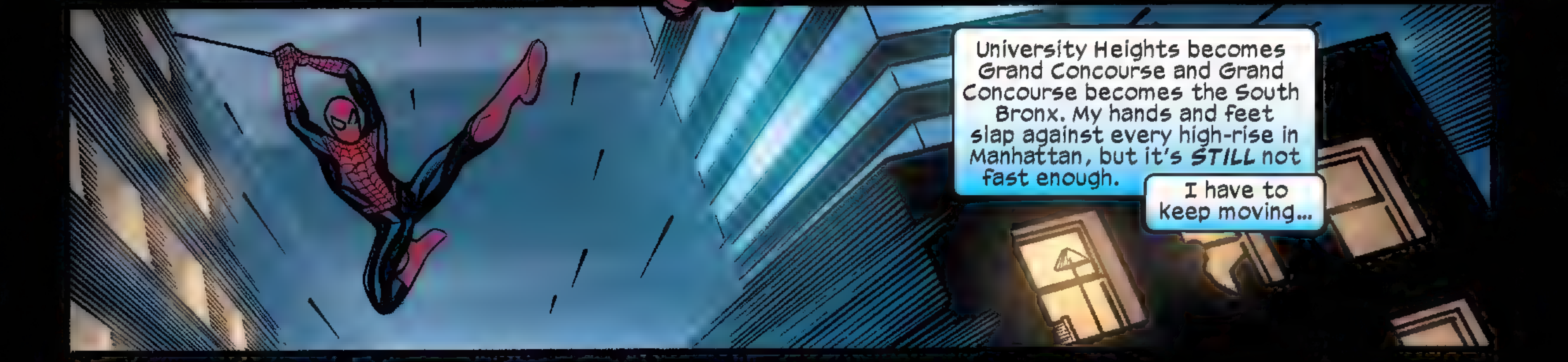
I'M SORRY,
PETER. SO SORRY
FOR GETTING YOU
IN TROUBLE LIKE
THIS...





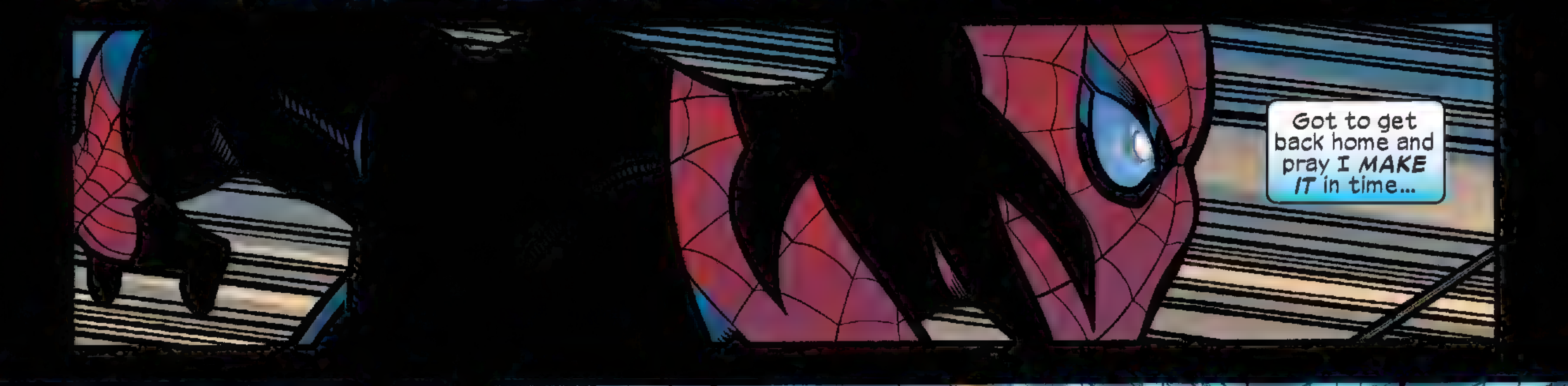
MJ, I know you were **BEHIND** this somehow. I know you must have made the call that saved our bacon and I **PROMISE** you, sweetheart...

...I won't let you down. I won't let him **HURT** you.

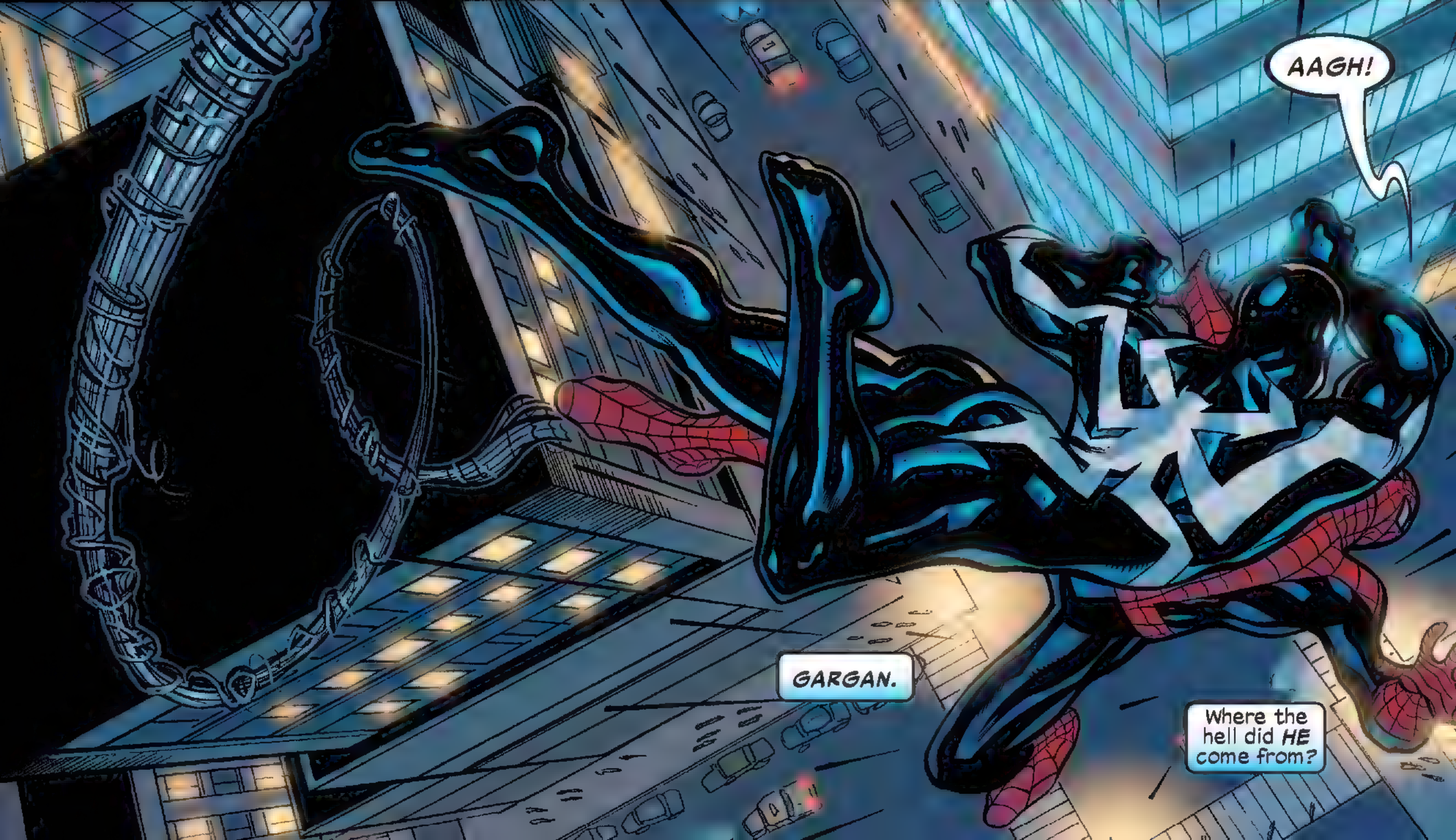


University Heights becomes Grand Concourse and Grand Concourse becomes the South Bronx. My hands and feet slap against every high-rise in Manhattan, but it's **STILL** not fast enough.

I have to keep moving...



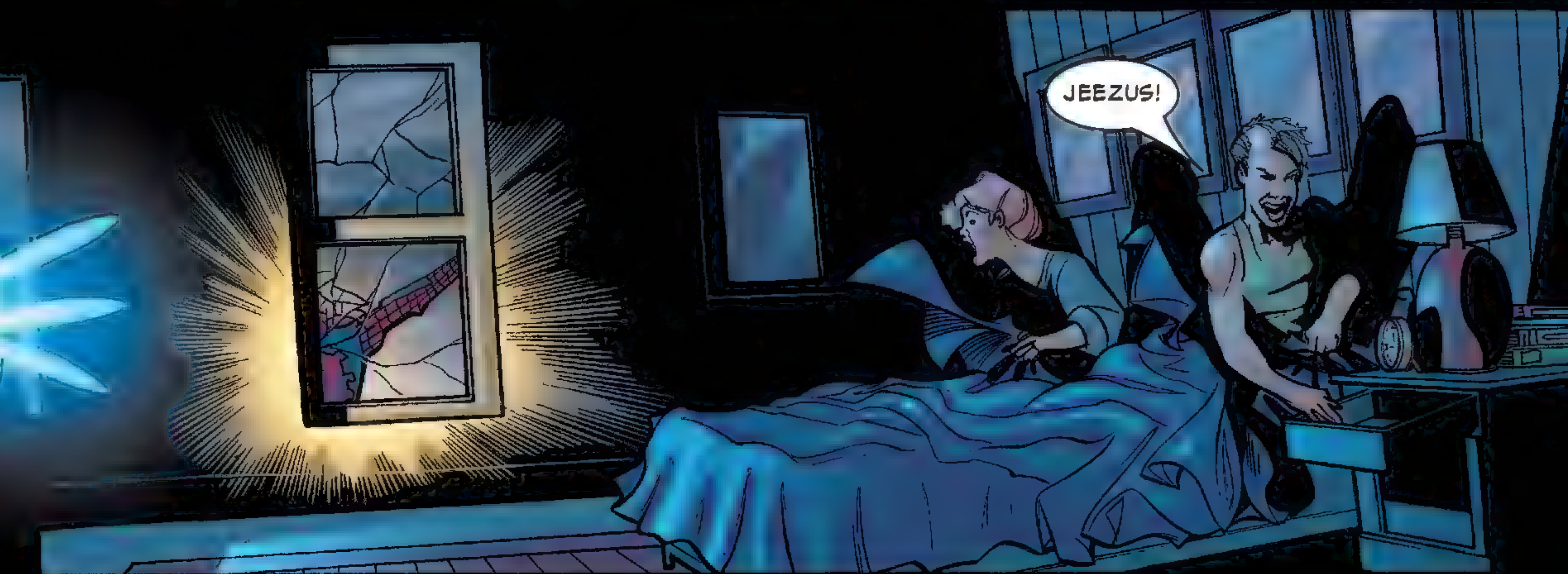
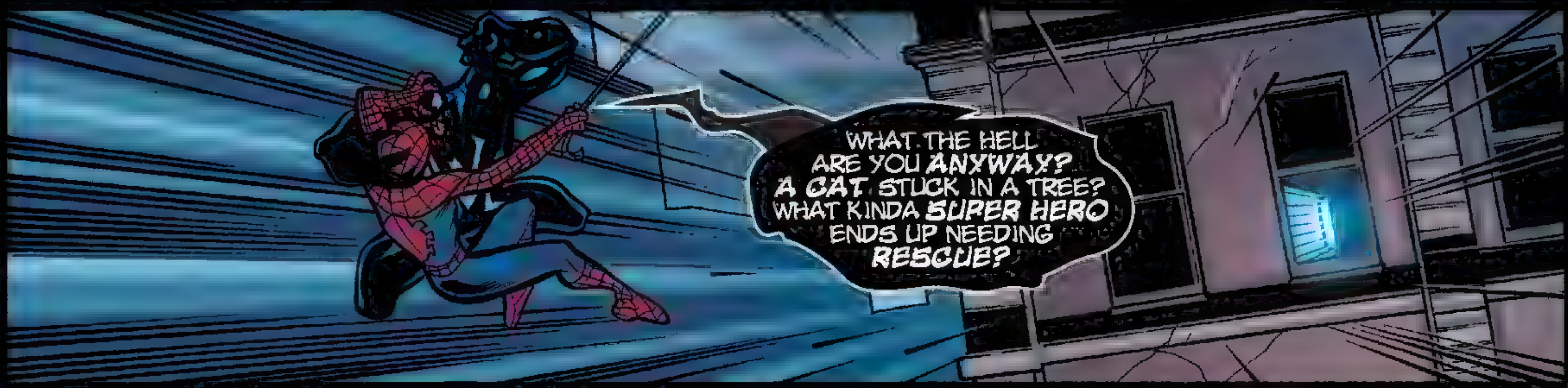
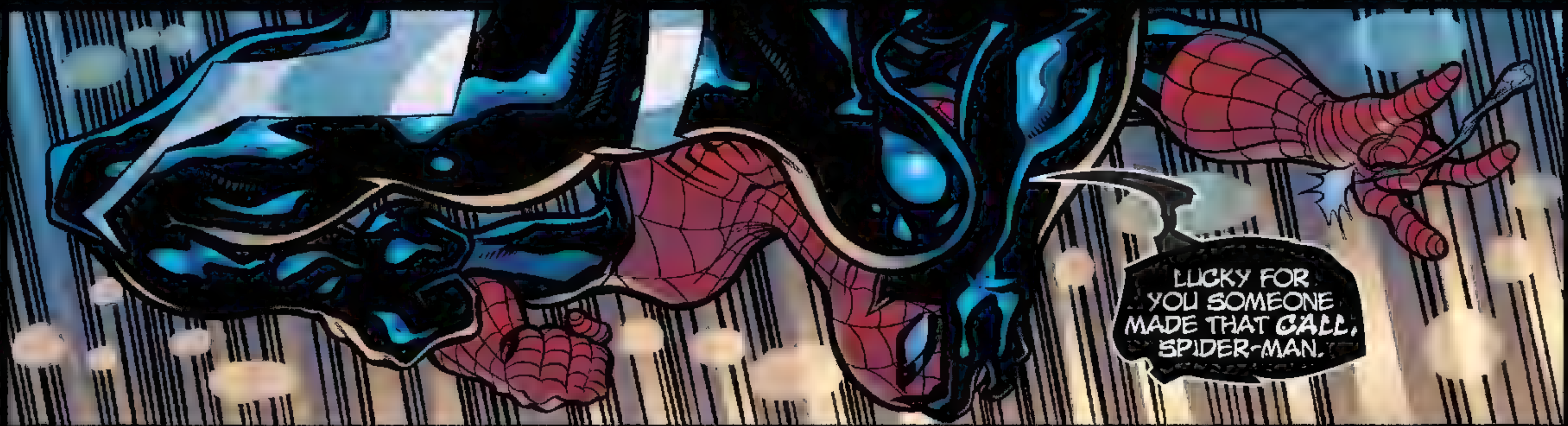
Got to get back home and pray I **MAKE IT** in time...



AAGH!

GARGAN.

Where the hell did **HE** come from?





HAHAHAHA!

DOWN!

Bullets stream over and he's chuckling like a girl. That weird double-sound when they talk through the suit. Like somebody yelling into a LOUDSPEAKER...



OOH, YOU'RE GETTING ANGRY, HUH? ANGRY 'CUZ I'M WASTING YOUR TIME WHEN YOU SHOULD BE OUT THERE LOOKING AFTER MARY JANE...



What's he DOING?



Suit's firing out in a hundred different directions...





I'M NOT HERE TO KILL YOU, SPIDER-MAN. I'M JUST HERE TO HOLD YOU BACK WHILE OSBORN TAKES YOUR LIFE APART.

Oh, my God. One big **TWIST** and he'll pull this whole...

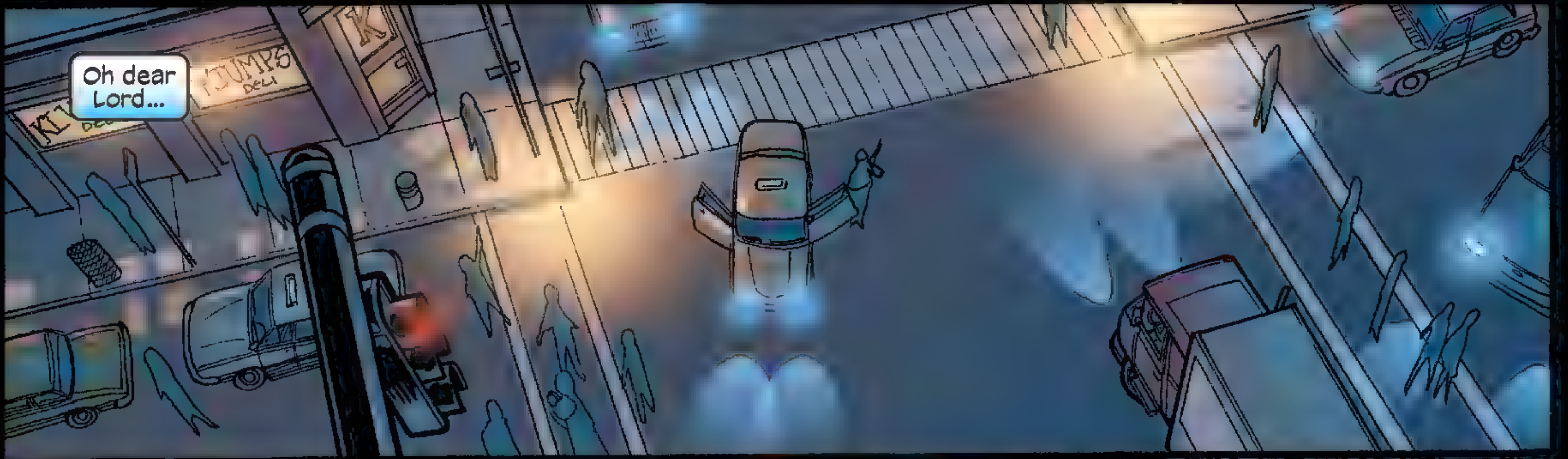


All those **PEOPLE** down there...

Surely he wouldn't...



IT'S **SHOWTIME**, SUPER HERO!



Oh dear Lord...

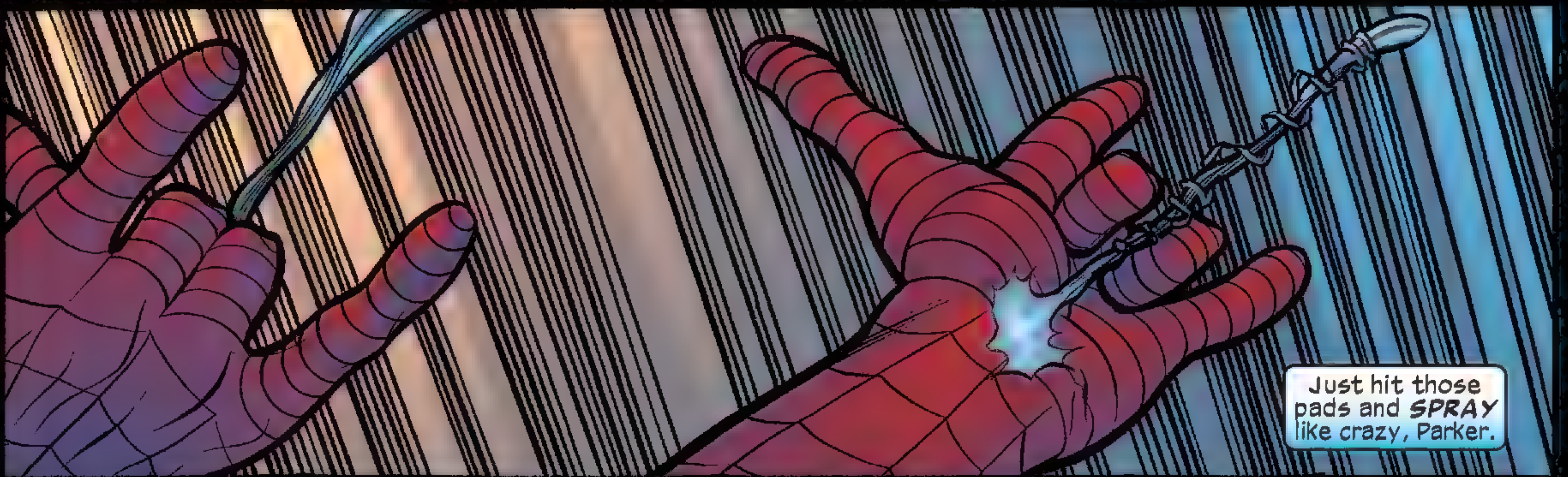


Don't listen to him. Don't listen to what he's saying. Just spray.

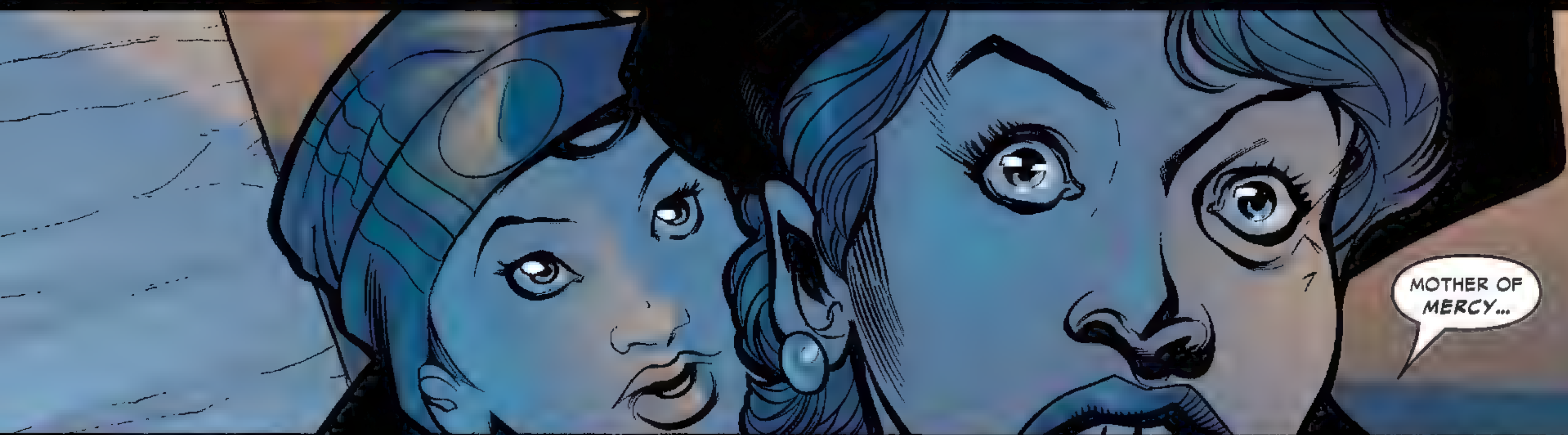
SPRAY.



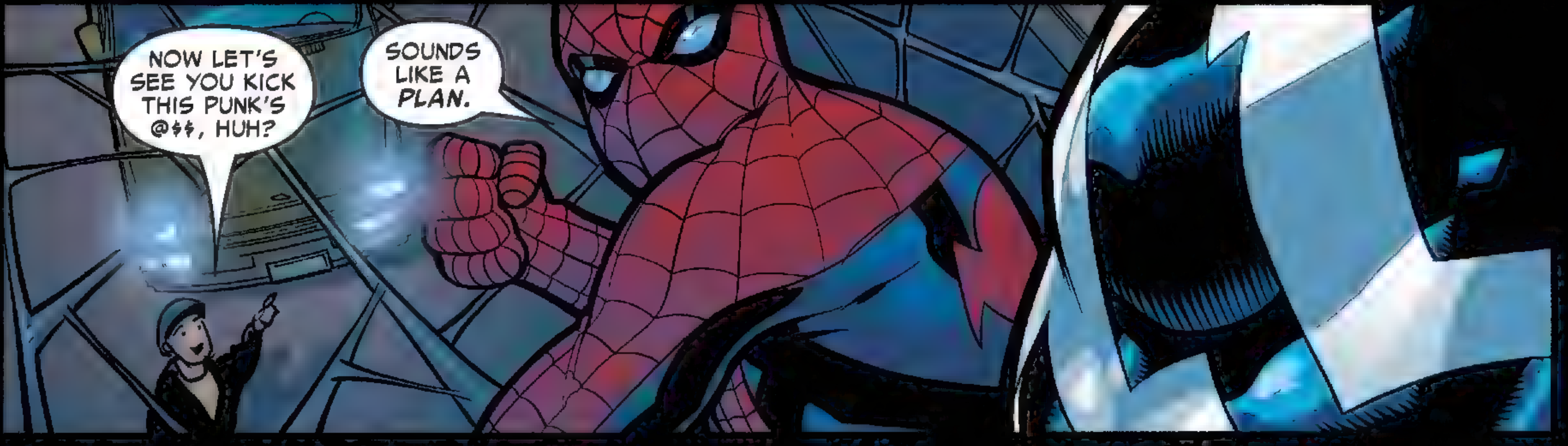
From one end of the street to the other.



Just hit those pads and **SPRAY** like crazy, Parker.



MOTHER OF MERCY...





He's spitting out what Norman's doing, but I'm not even listening. He's telling me the people I've watched die could have a cemetery to themselves, but the words barely register.



He's just a B-List punk who's got a shot at the **BIG-TIME** here. A lackey of The Goblin that suddenly thinks he's got a chance in the **MAJOR LEAGUES**...

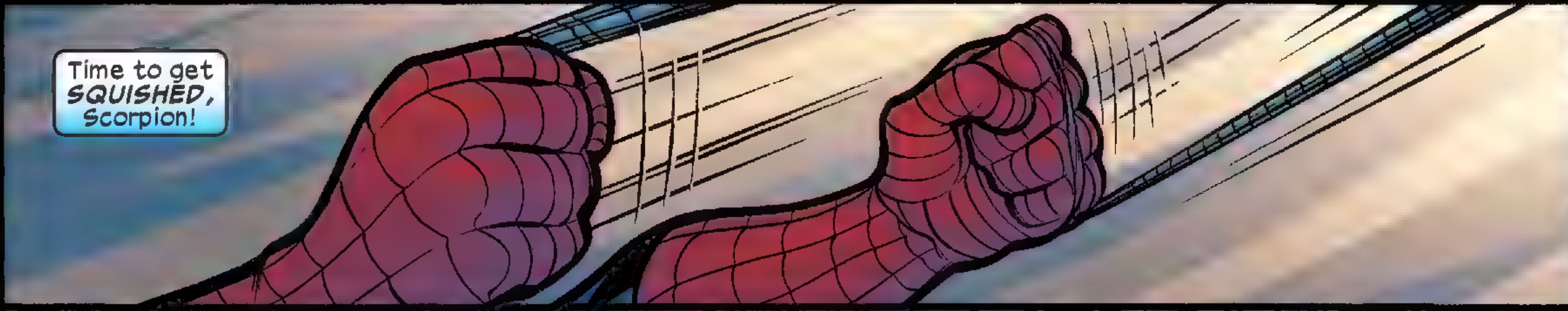


But I've got **NEWS** for you, man...

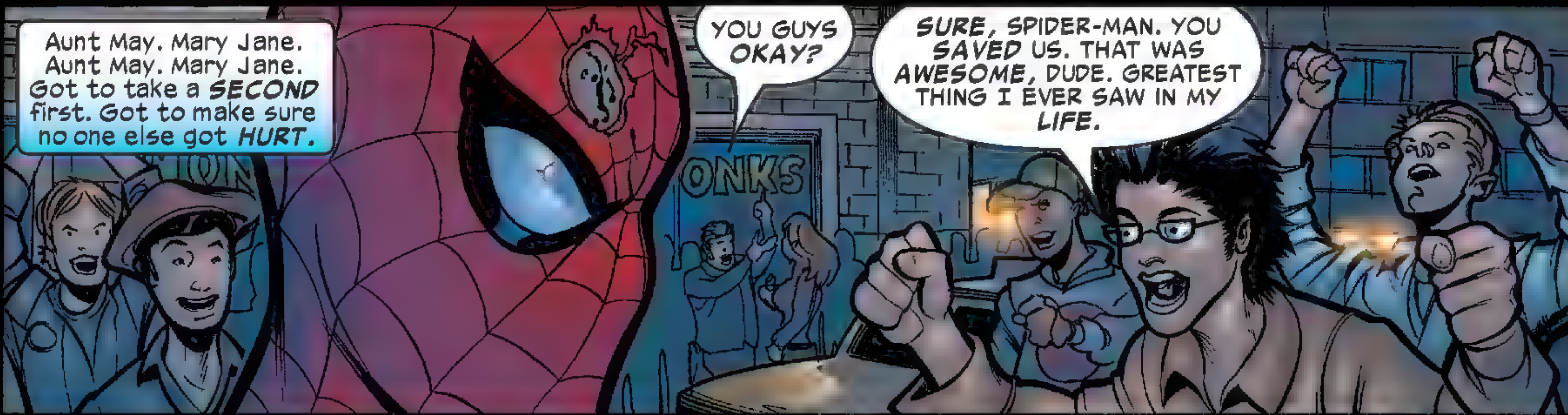
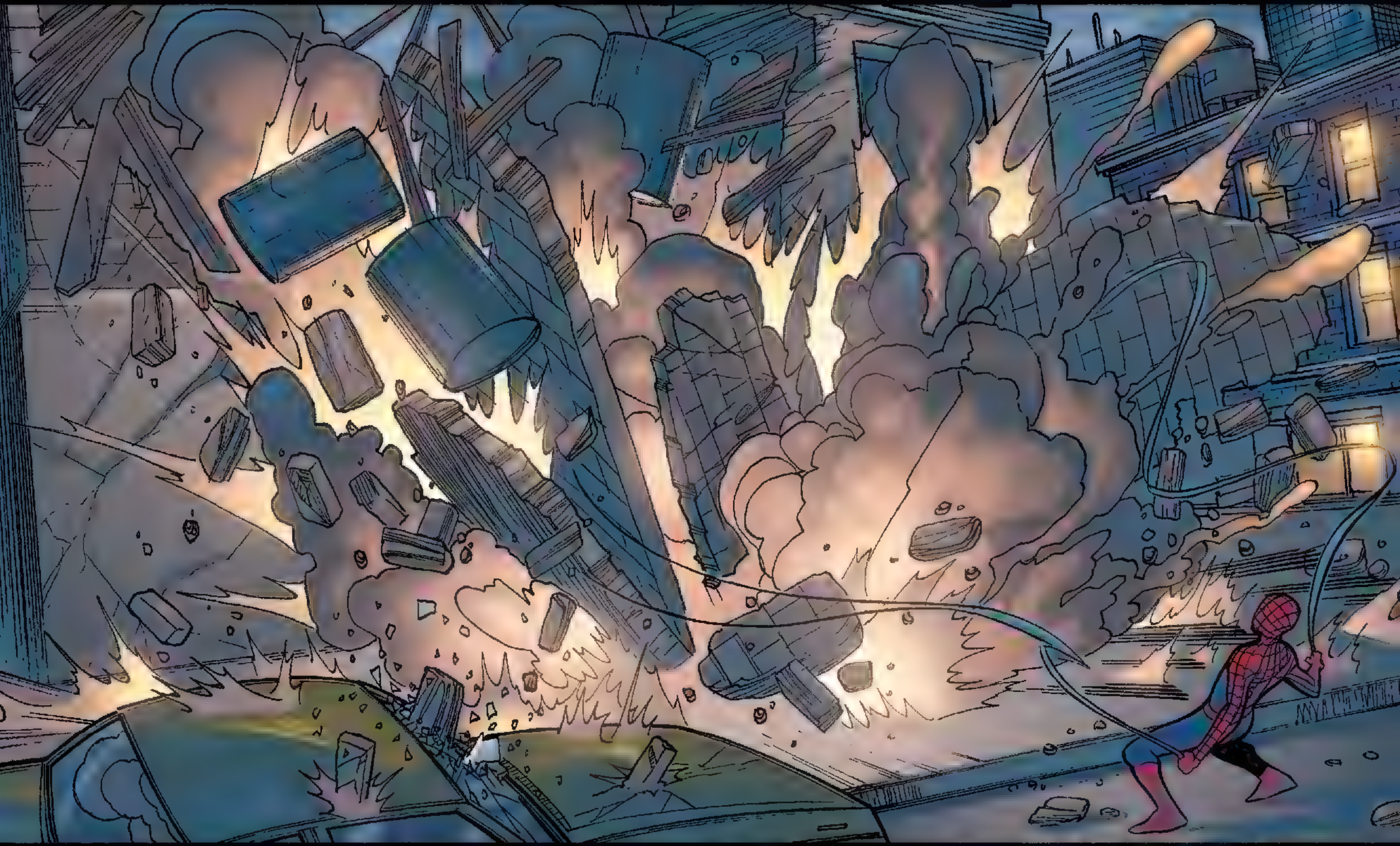


A loser dressed like **VENOM** is still a freakin' **LOSER**.

Oh @!...



Time to get
SQUISHED,
Scorpion!



Aunt May. Mary Jane.
Aunt May. Mary Jane.
Got to take a **SECOND**
first. Got to make sure
no one else got **HURT**.

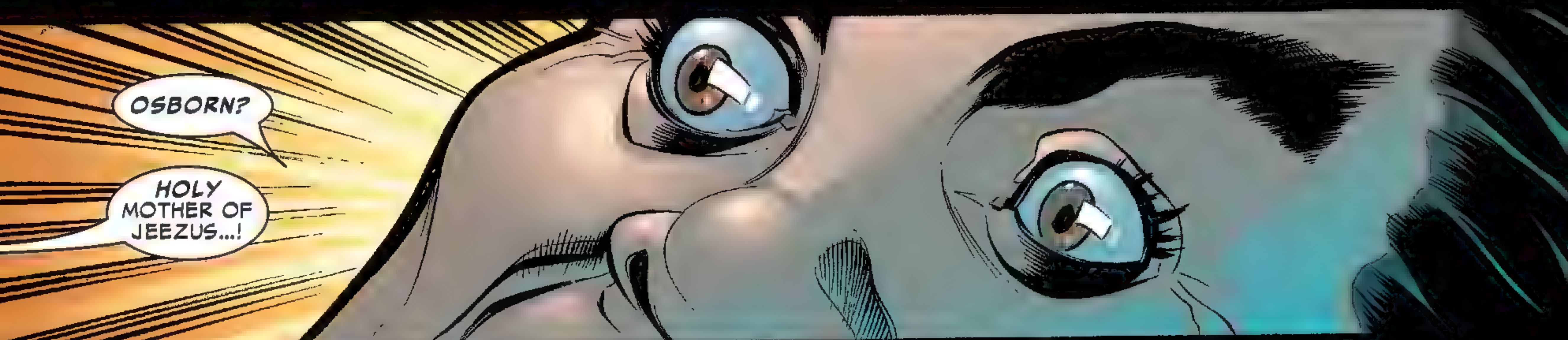
YOU GUYS
OKAY?

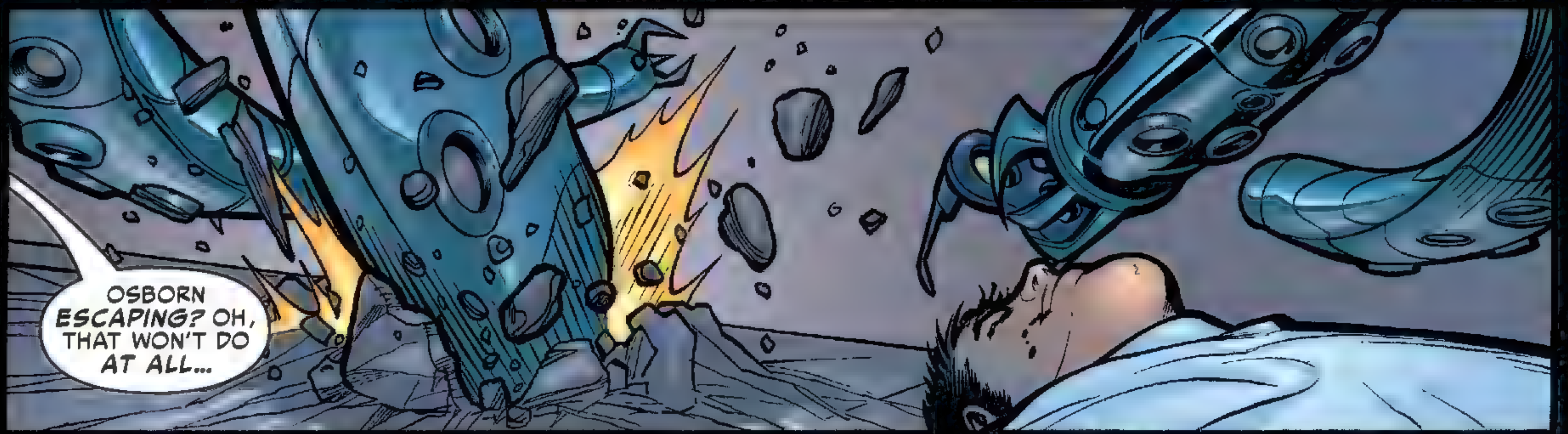
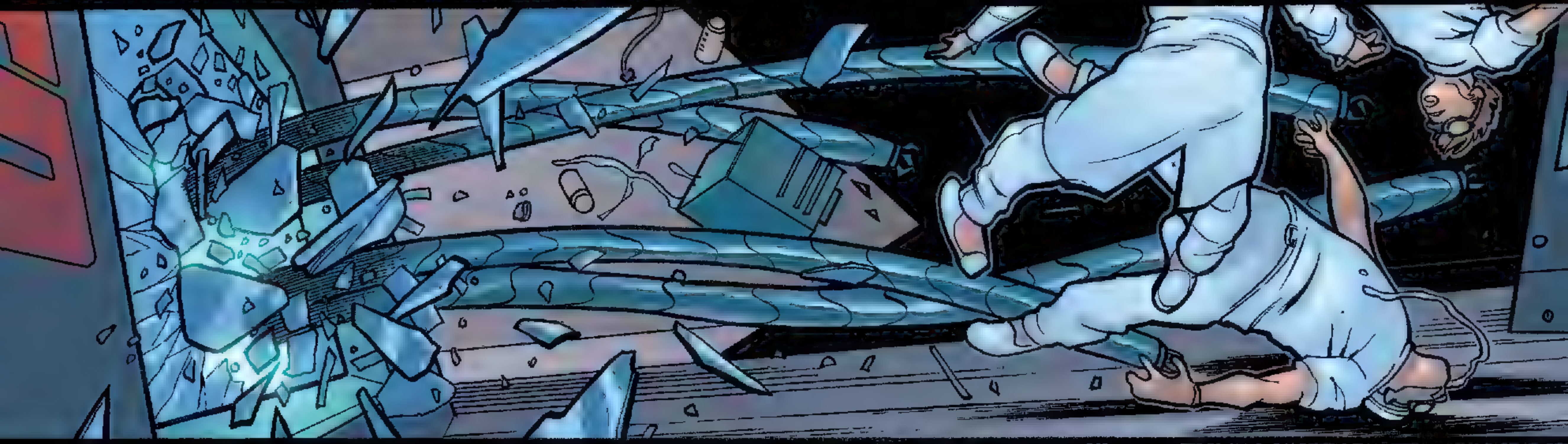
**SURE, SPIDER-MAN. YOU
SAVED US. THAT WAS
AWESOME, DUDE. GREATEST
THING I EVER SAW IN MY
LIFE.**



Don't stand around. No time
to talk. Leave Gargan for the
cops. Got to get back home
and pray to God Osborn hasn't
done much **DAMAGE** yet...

RIKER'S ISLAND PENITENTIARY:







Apartment's empty. No sign of a struggle. Is she dead? Did he **KILL** her? Keep a clear head, Parker. No use to anyone if you're freaking out. Just close your eyes and trust your instincts...



...just like you did when he disappeared with **GWEN**.



Why are you **PUSHING** me like this, Osborn?



You're raising the game to a level I just can't **HANDLE** here...

MARY JANE?







MARVEL KNIGHTS SPIDER-MAN #12
TERRY DODSON, RACHEL DODSON & LAURA MARTIN

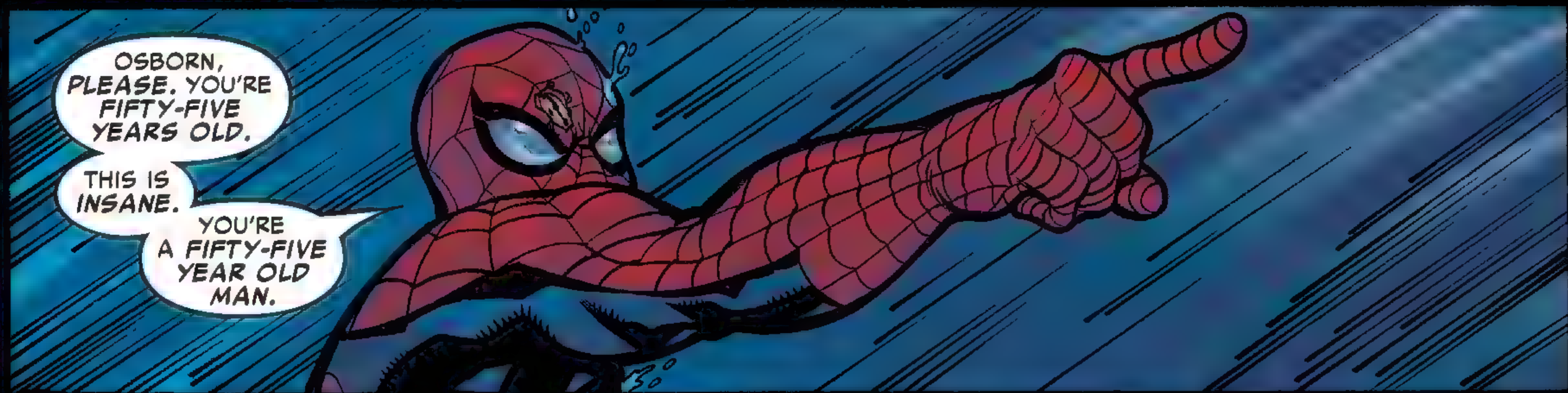
THE LAST STAND

PART
FOUR
OF FOUR



THINK YOU'LL
MISS MARY JANE
AS MUCH AS YOU'VE
MISSED GWEN,
SPIDER-MAN?

I PICKED
A NEW BRIDGE
JUST FOR HER,
YOU KNOW.



OSBORN,
PLEASE. YOU'RE
FIFTY-FIVE
YEARS OLD.

THIS IS
INSANE.

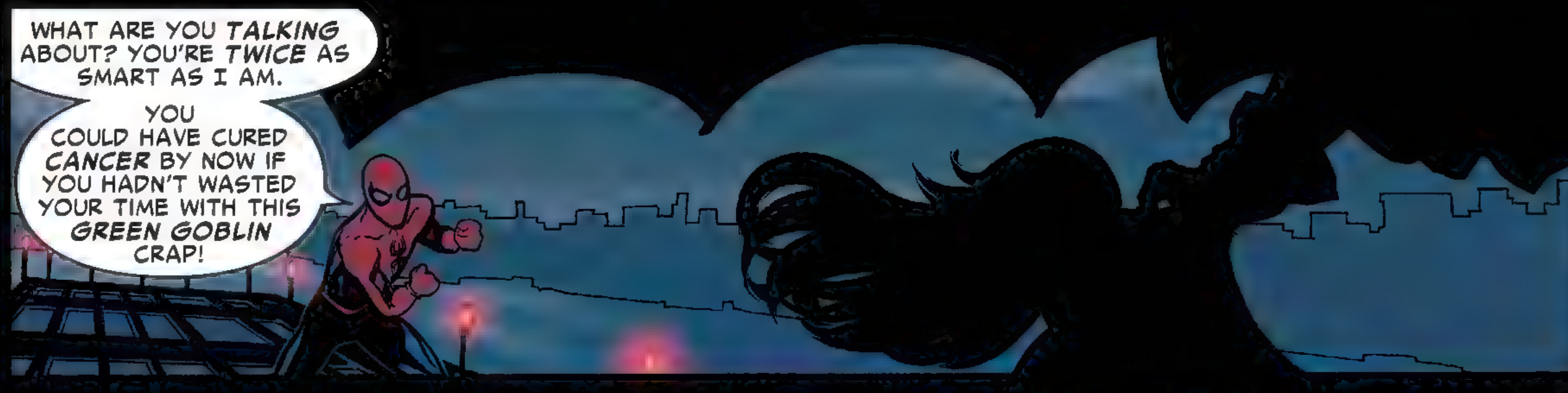
YOU'RE
A FIFTY-FIVE
YEAR OLD
MAN.



SAYS THE HIGH-SCHOOL
TEACHER WHO DRESSES
UP LIKE A SPIDER
EVERY NIGHT.

I ALWAYS THOUGHT
YOU'D AMOUNT TO SO MUCH
MORE THAN *THIS*, PETER. YOU
INVENTED WEB-FLUID WHEN
YOU WERE A *TEENAGER*,
FOR HEAVEN'S SAKE.

ALL THOSE
BRAINS GOING
TO WASTE ON THESE
ADOLESCENT
BRAWLS.



WHAT ARE YOU TALKING
ABOUT? YOU'RE TWICE AS
SMART AS I AM.

YOU
COULD HAVE CURED
CANCER BY NOW IF
YOU HADN'T WASTED
YOUR TIME WITH THIS
GREEN GOBLIN
CRAP!



AH, BUT THAT'S
THE *DIFFERENCE*
BETWEEN YOU AND
ME, PARKER--

THE
DIFFERENCE IS
THAT I DON'T
GIVE A RAT'S
ASS.



YOU'VE ALREADY
KILLED AUNT MAY,
OSBORN. ISN'T THAT
ENOUGH?

OH, YE OF LITTLE FAITH: AUNT
MAY'S JUST BEEN ANAESTHETIZED
AND SLEEPING IN HER OWN MESS
FOR THE LAST FEW MONTHS.

OF COURSE,
SHE'LL RUN OUT OF DRUGS
IN FORTY-FIVE MINUTES AND
CHOKE ON HER OWN VOMIT,
BUT SHE'S HARDLY DOWN
AMONG THE DEAD MEN YET,
YOUNG SIR.

TICK-TOCK.
TICK-TOCK. THE
STAKES ARE ESPECIALLY
HIGH TONIGHT, SPIDER-
MAN, BUT YOU ONLY
HAVE YOURSELF TO
BLAME.

YOU SHOULDN'T
HAVE RAISED THE STAKES
AND HAD ME CAPTURED
AFTER ALL THESE YEARS.
ANYTHING THAT HAPPENS
NOW IS ENTIRELY SELF-
INFLECTED.



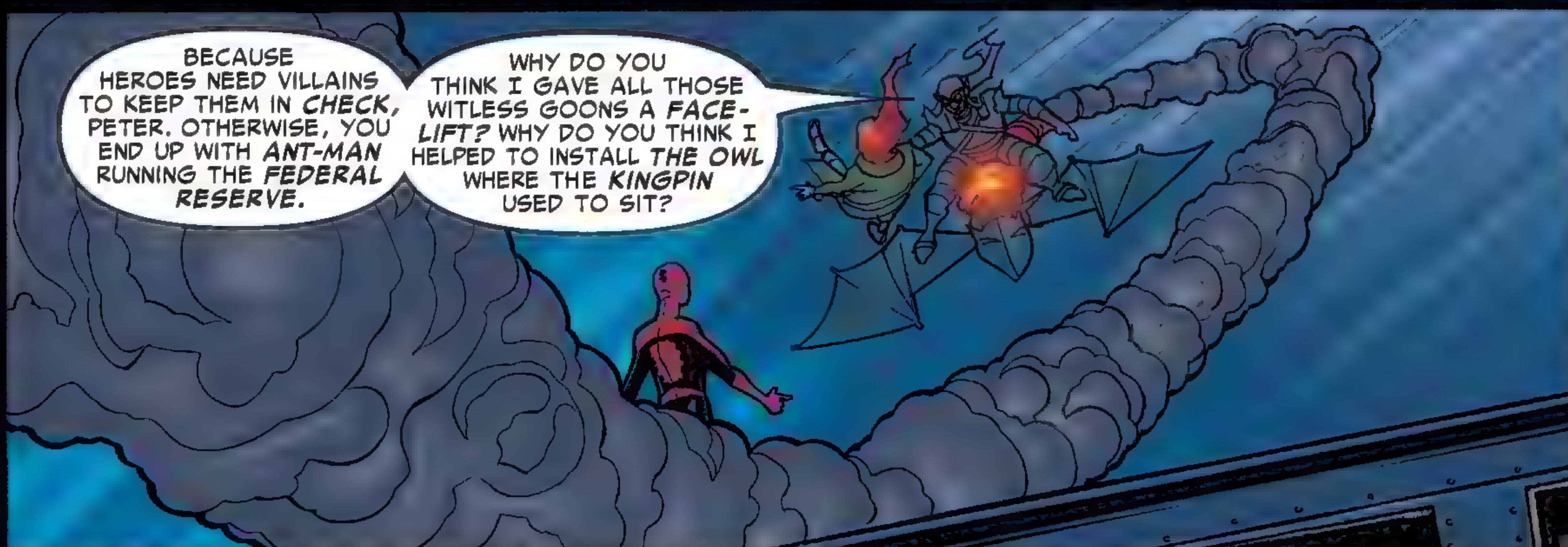
WHAT
DO I HAVE
TO DO?

PICK UP EXACTLY
WHERE WE LEFT OFF AFTER
I ESCAPED FROM CAGE,
OF COURSE: YOU FORFEITING
YOUR OWN LIFE IN EXCHANGE
FOR THE LIFE OF AN
INNOCENT.



WHY?
WHAT'S THE
POINT?

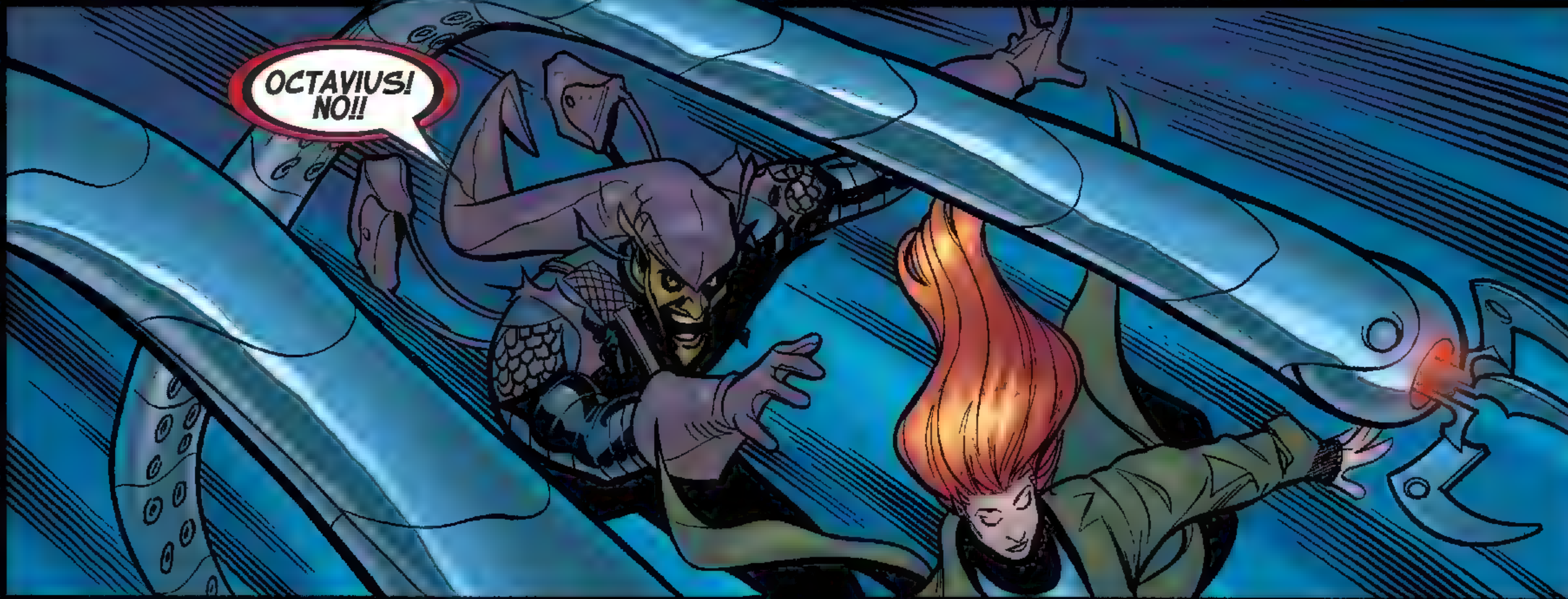
WHAT'S
THE POINT
OF ALL THIS,
NORMAN?



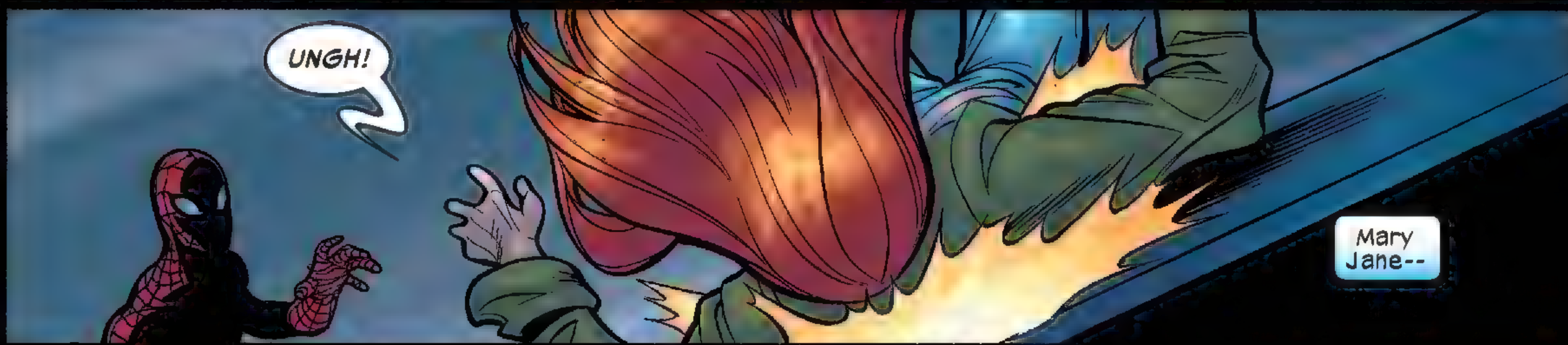
BECAUSE
HEROES NEED VILLAINS
TO KEEP THEM IN CHECK,
PETER. OTHERWISE, YOU
END UP WITH ANT-MAN
RUNNING THE FEDERAL
RESERVE.

WHY DO YOU
THINK I GAVE ALL THOSE
WITLESS GOONS A FACE-
LIFT? WHY DO YOU THINK I
HELPED TO INSTALL THE OWL
WHERE THE KINGPIN
USED TO SIT?





OCTAVIUS!
NO!!



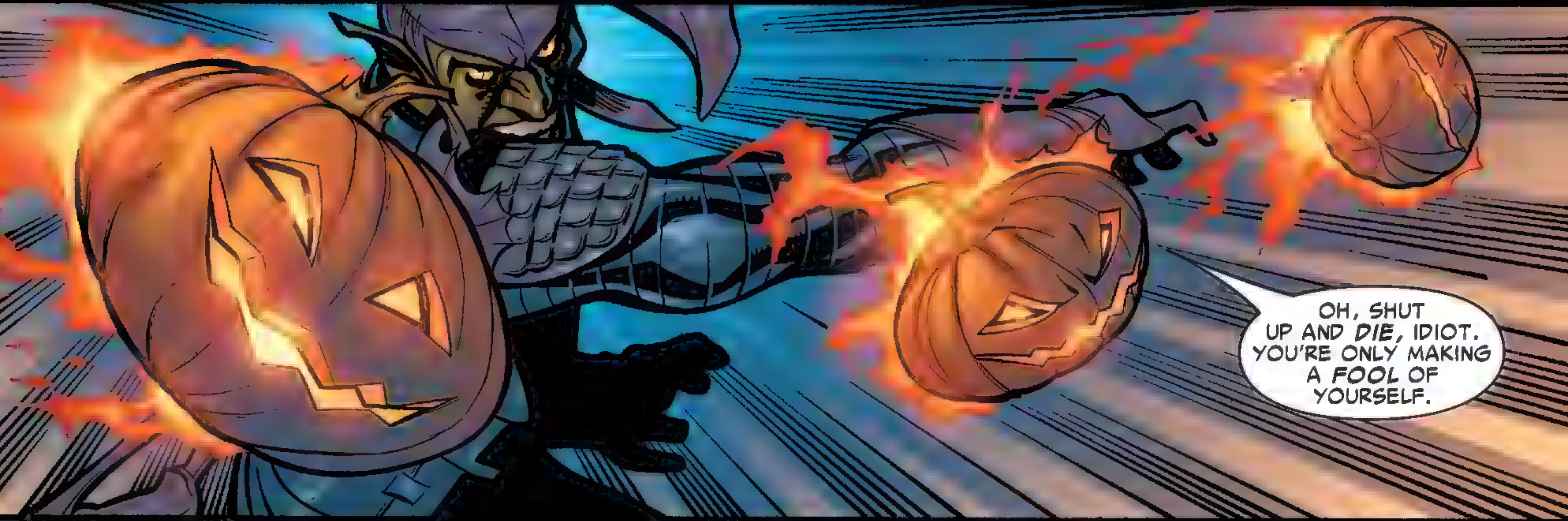
UNGH!

Mary
Jane--

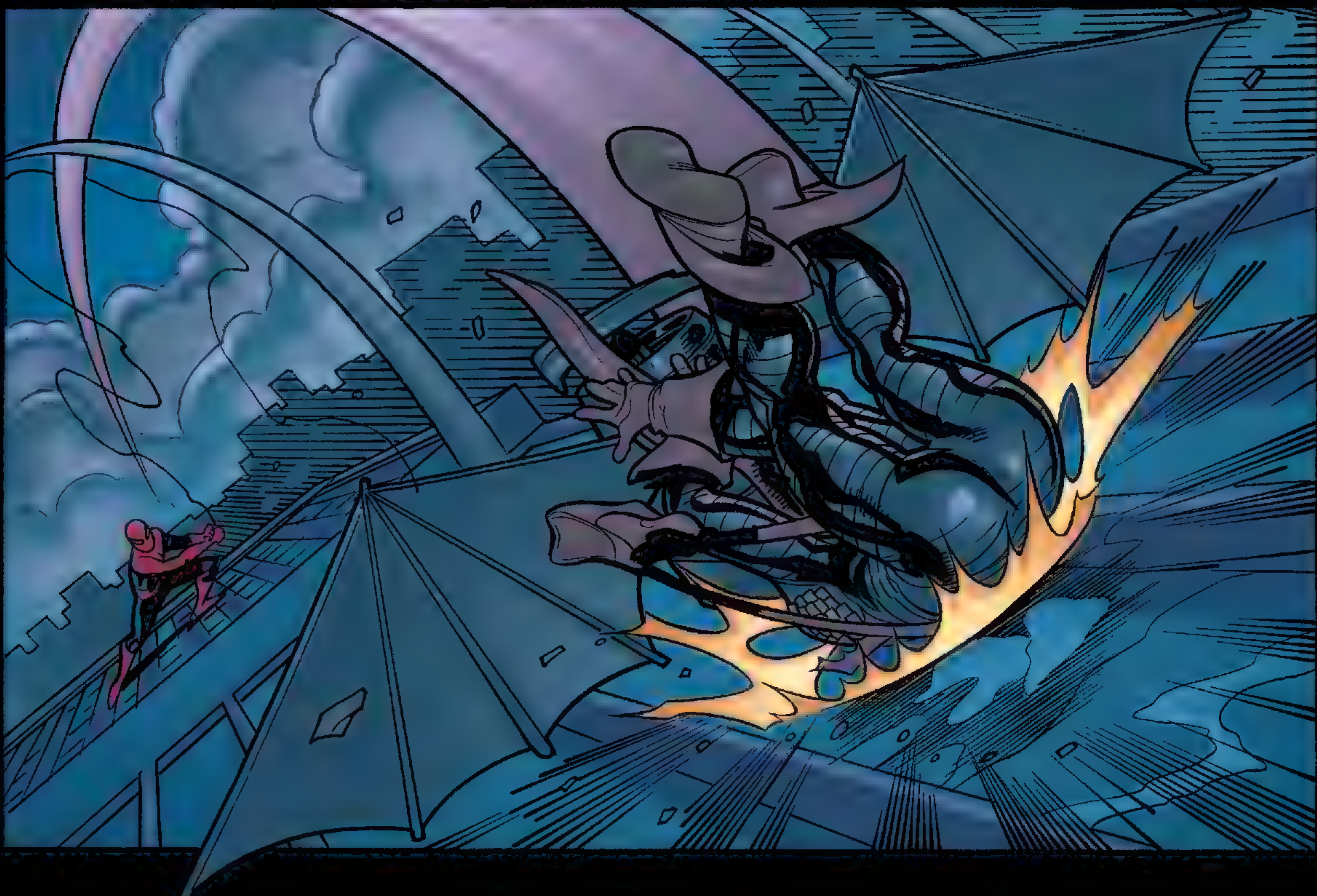
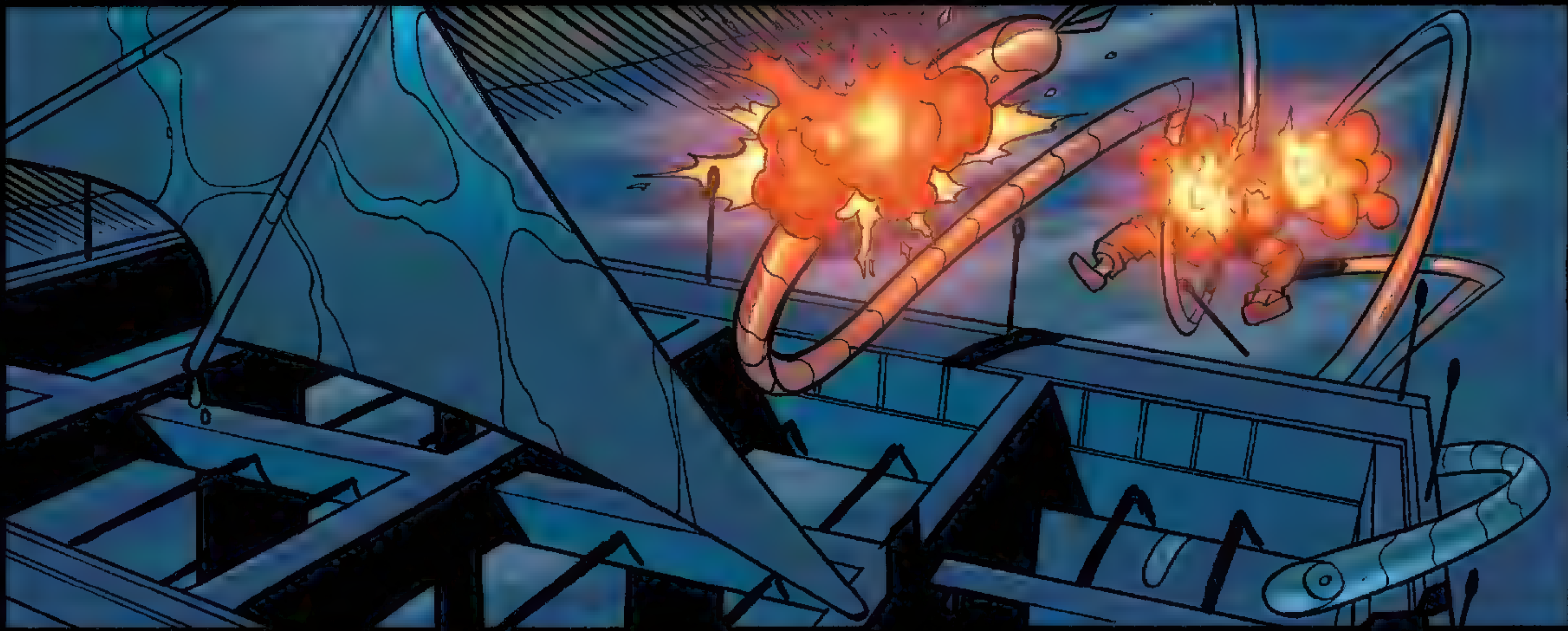


KILL NORMAN
OSBORN. KILL
NORMAN OSBORN
BY MIDNIGHT
TONIGHT...

Doc Ock's brainwashed. Moving
like he's fighting underwater.
Doesn't stand a chance against
the Goblin while Norman's
in such unbelievable **FORM**.



OH, SHUT
UP AND **DIE**, IDIOT.
YOU'RE ONLY MAKING
A FOOL OF
YOURSELF.





He tells me it cost him a **THOUSAND BUCKS**. A thousand bucks to some down-at-the-heel mystic to stop the psychics from locating Aunt May's **WHEREABOUTS**.

I'll never find her, he chokes and snorts. No matter how hard I hit him, he'll never tell me where she is in time for me to **SAVE** her.



PETER?

WHAT'S HAPPENING?
WHERE DID HE--?



PETER!!



OH, PAY ATTENTION, PARKER!



THIS IS A
BIG ONE TONIGHT--
ONE OF THOSE EPIC
FIGHTS WHERE *SOMEBODY*
DIES--AND TONIGHT THAT
SOMEBODY'S DEAR,
OLD MAY.



IT DOESN'T
MATTER WHO WINS HERE.
YOU KNOW I'LL ONLY *RISE*
FROM THE GRAVE AND WASTE
YOUR TIME JUST LIKE SUPER-
VILLAINS ARE SUPPOSED
TO DO.

EITHER ME
OR SOME CHEAP
KNOCK-OFF WILL COME
BACK AND HAUNT YOU
AND STOP YOU DOING
ANYTHING *USEFUL*
WITH YOUR LIFE.



HEY,
GENIUS!

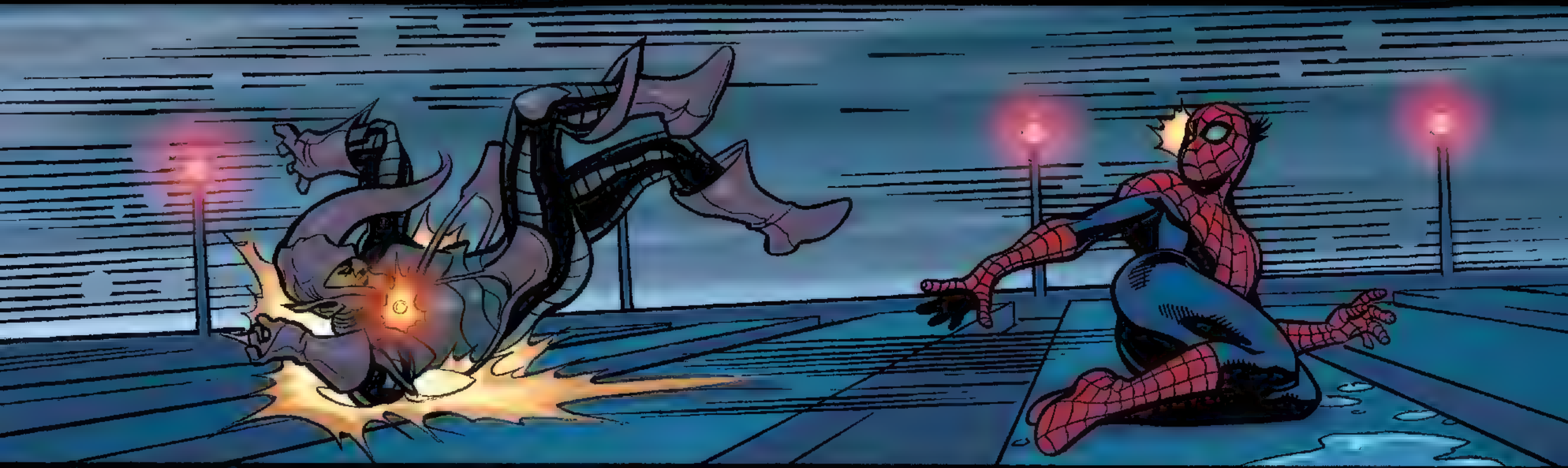
WHA--?



BANG!
BANG!

EAT
THIS--

--AAOOWW!

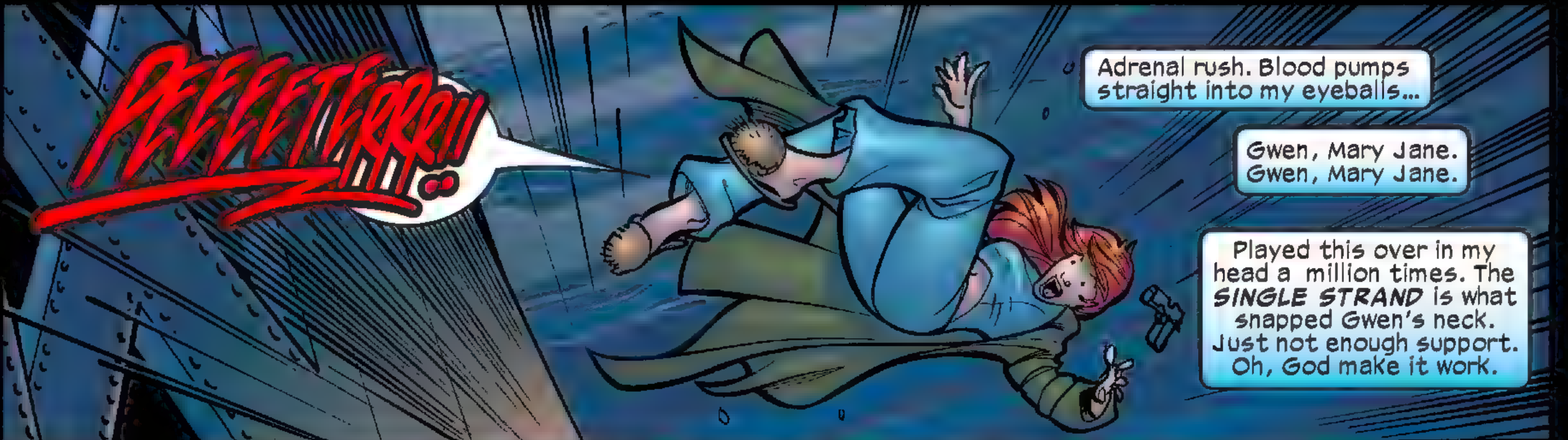




PETER!



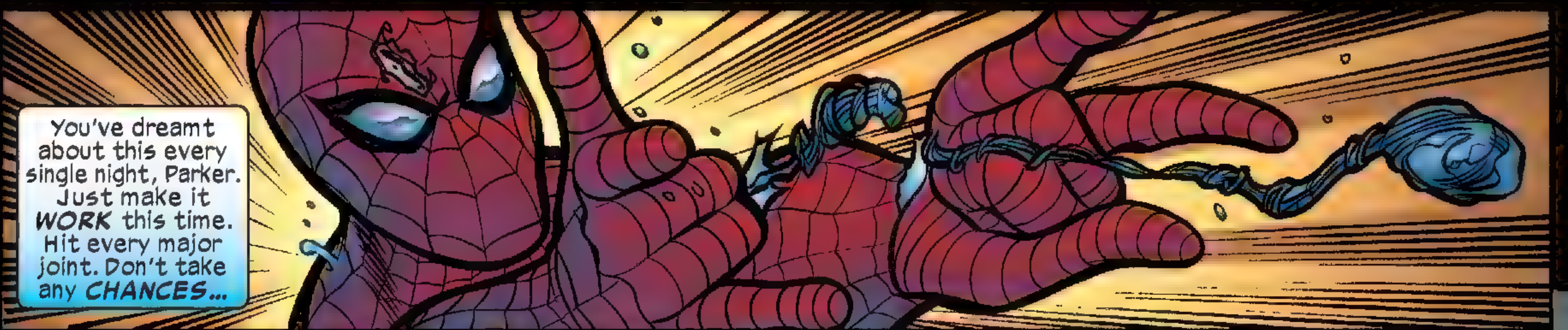
MARY JANE!



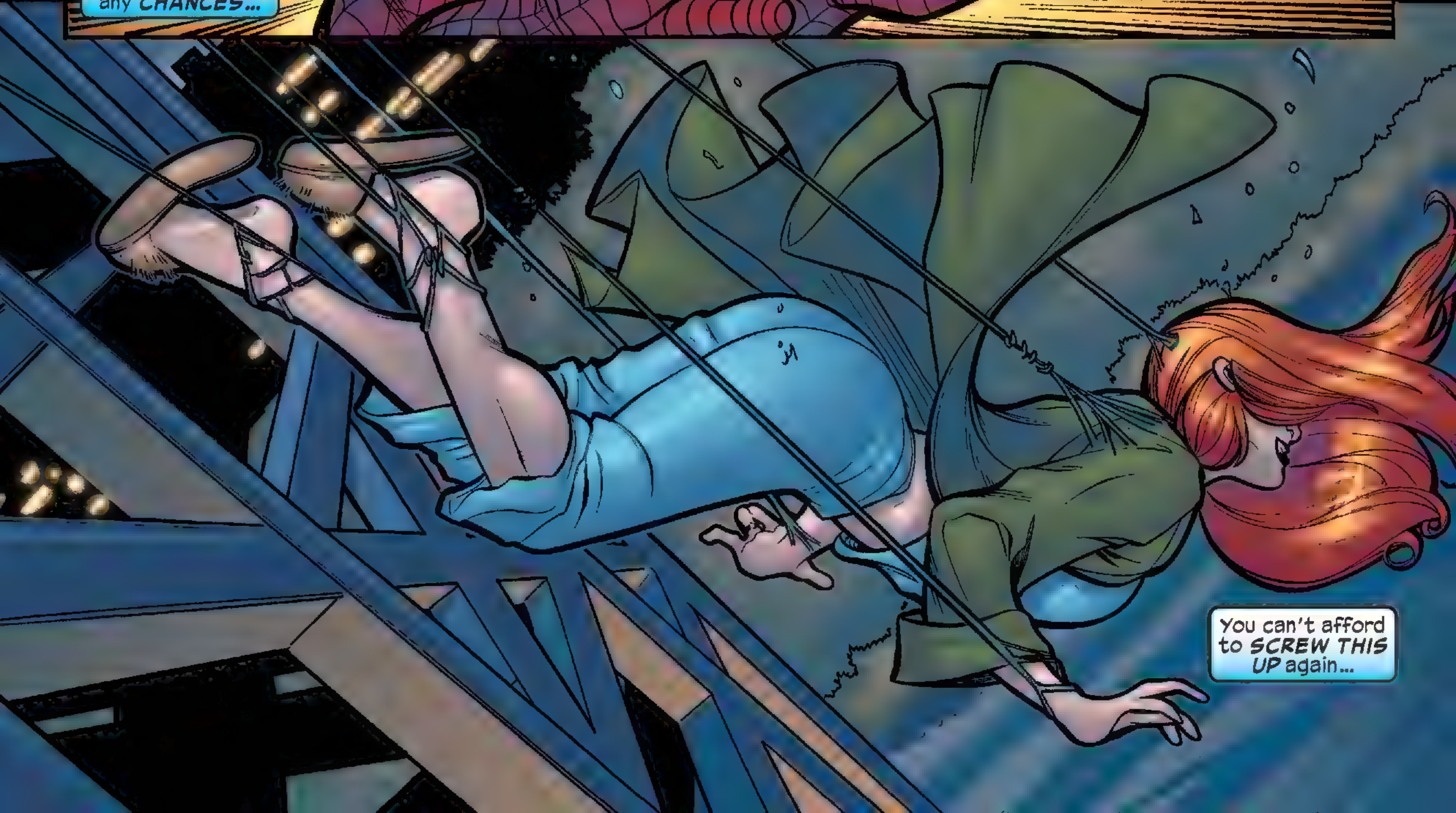
Adrenal rush. Blood pumps straight into my eyeballs...

Gwen, Mary Jane.
Gwen, Mary Jane.

Played this over in my head a million times. The **SINGLE STRAND** is what snapped Gwen's neck. Just not enough support. Oh, God make it work.

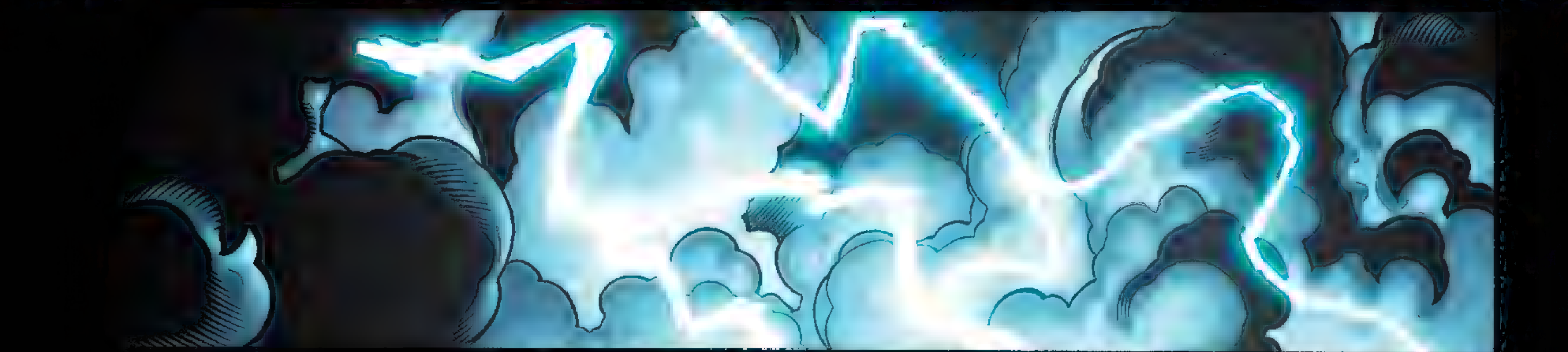
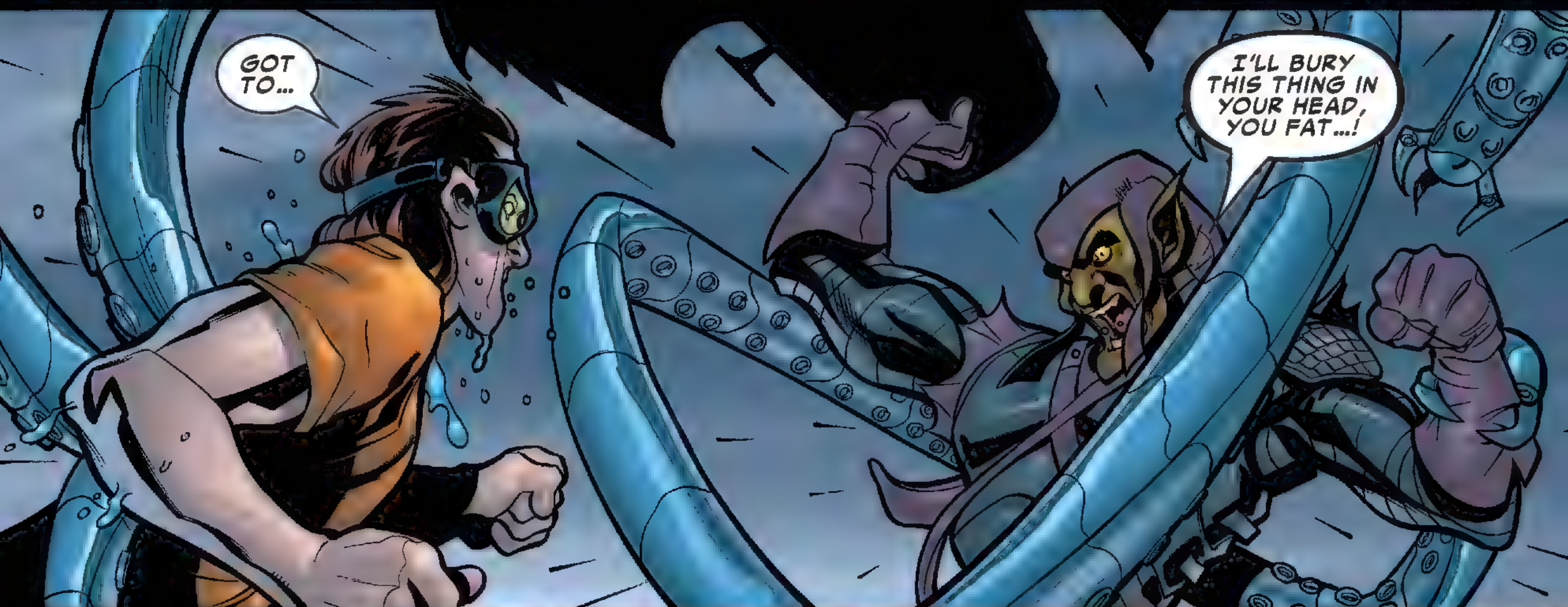


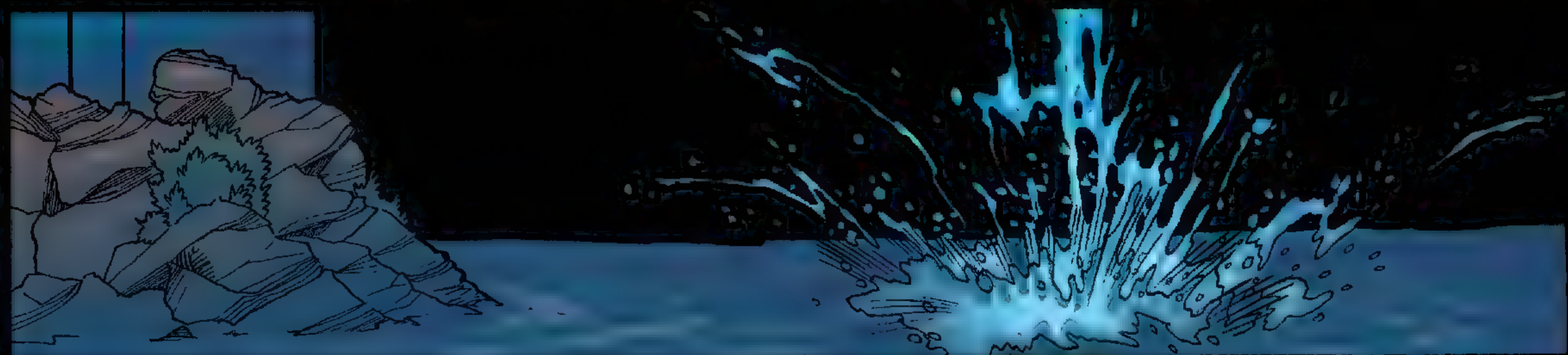
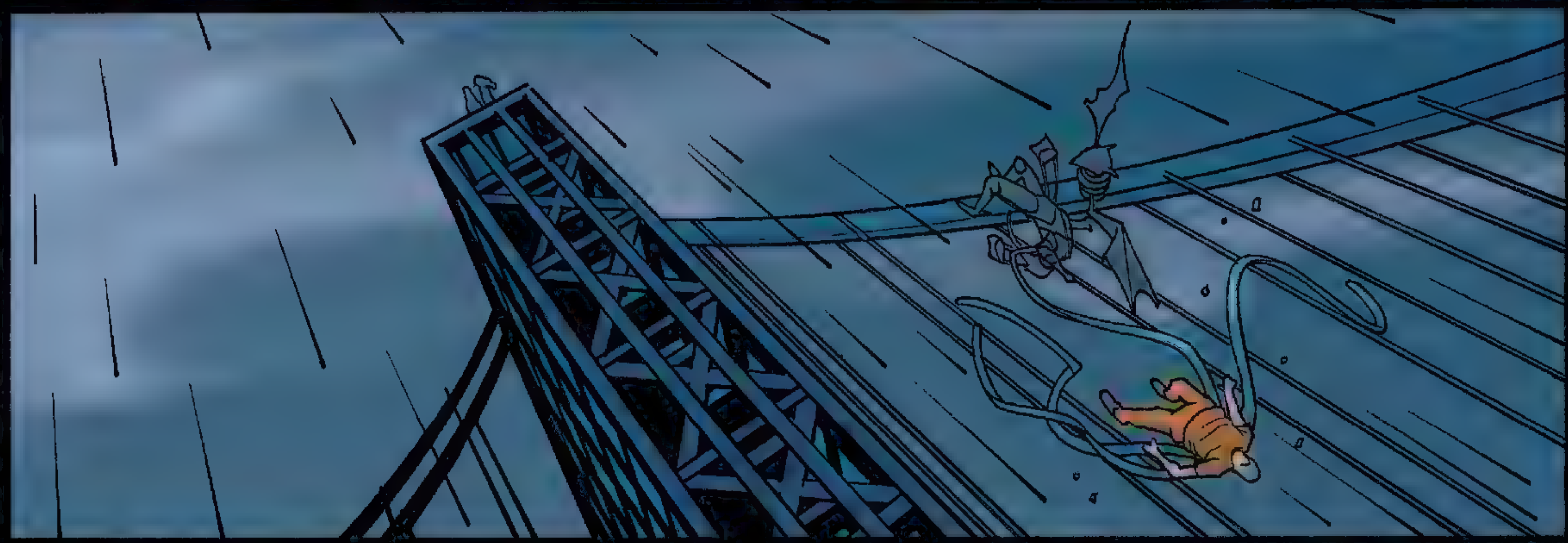
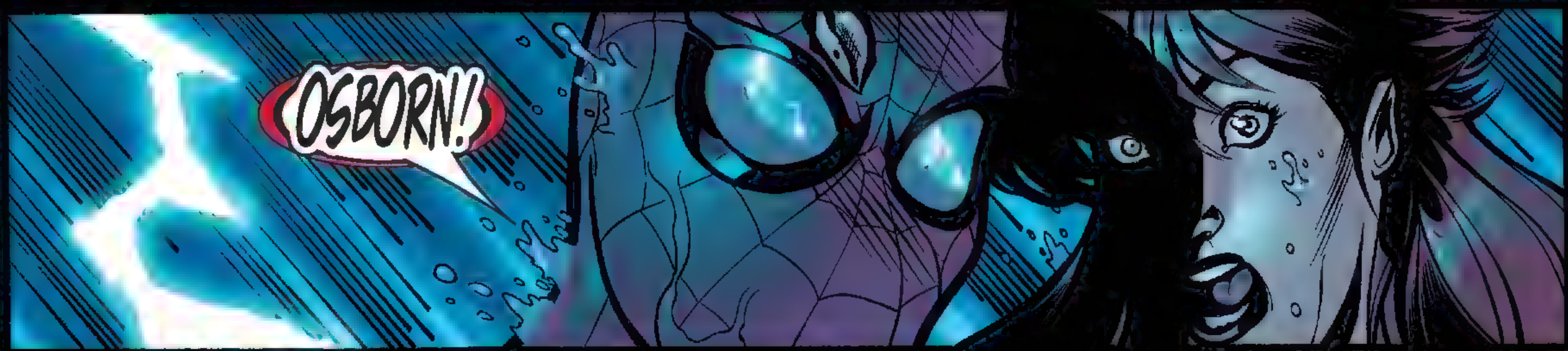
You've dreamt about this every single night, Parker. Just make it **WORK** this time. Hit every major joint. Don't take any **CHANCES**...



You can't afford to **SCREW THIS UP** again...

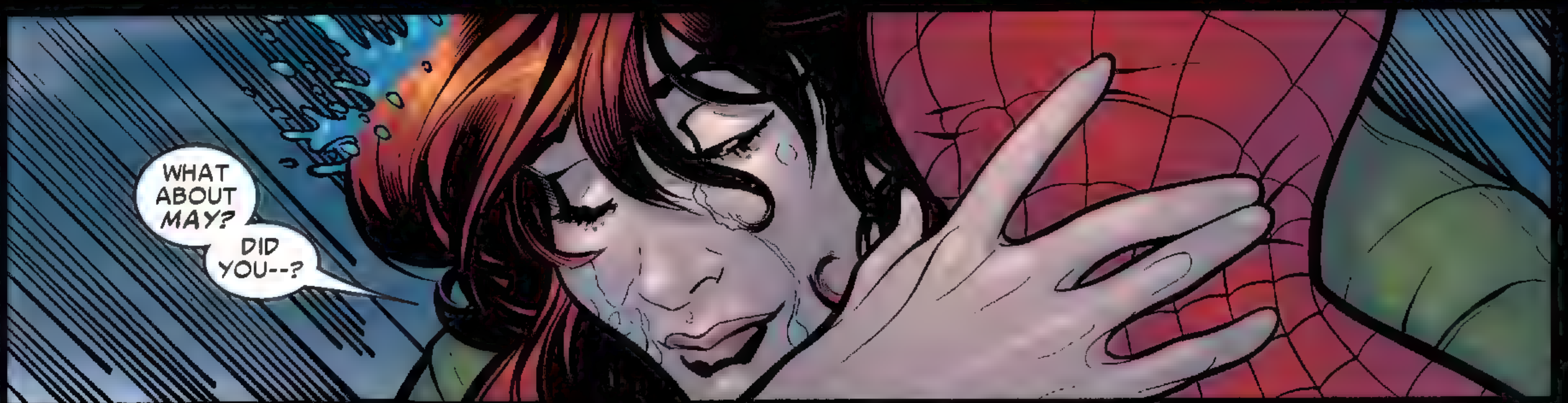






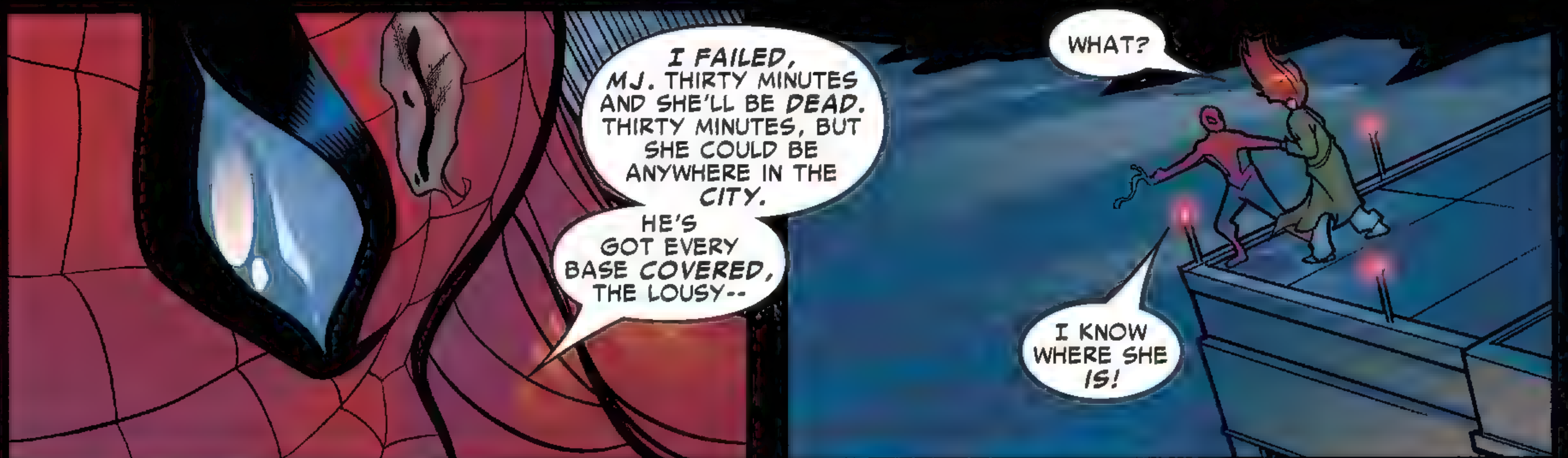


WE ARE NEVER DOING THIS AGAIN, YOU HEAR ME? TONIGHT THIS ALL STOPS. WE ARE NEVER DOING THIS AGAIN.



WHAT ABOUT MAY?

DID YOU--?



I FAILED, M.J. THIRTY MINUTES AND SHE'LL BE DEAD. THIRTY MINUTES, BUT SHE COULD BE ANYWHERE IN THE CITY.

HE'S GOT EVERY BASE COVERED, THE LOUSY--

WHAT?

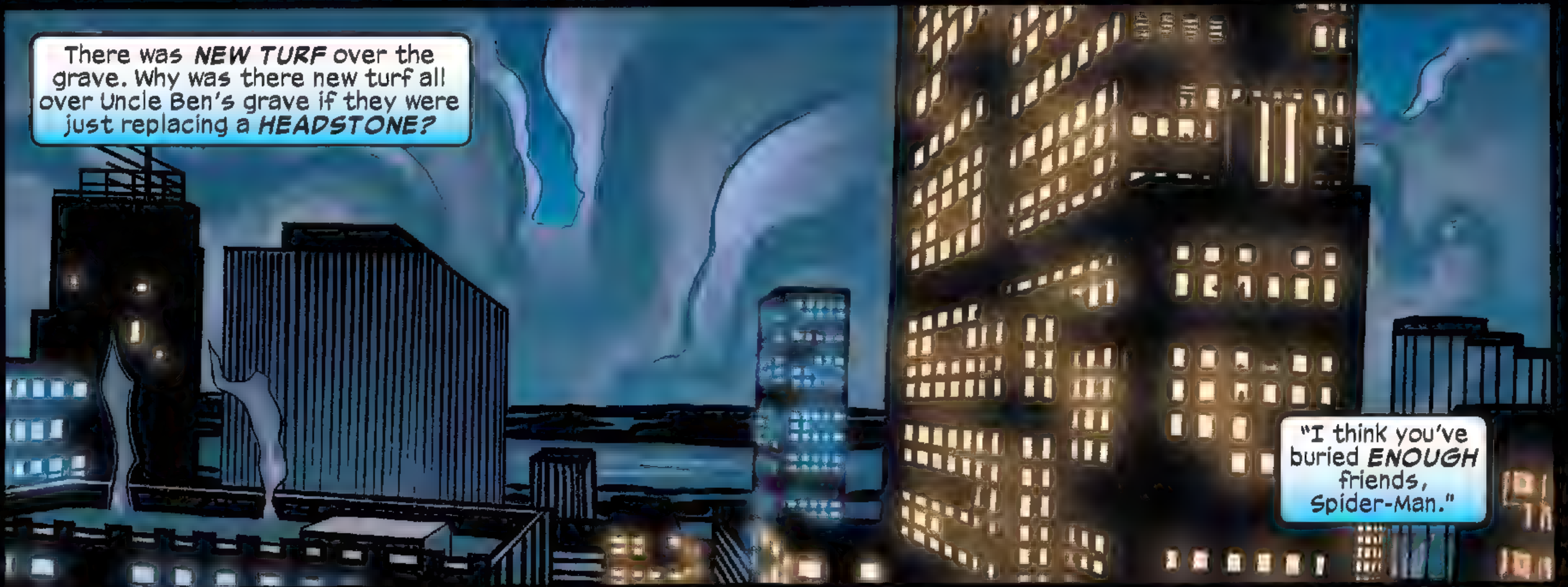
I KNOW WHERE SHE IS!



WHAT?

STAY HERE!

THE POLICE ARE ON THEIR WAY!



There was **NEW TURF** over the grave. Why was there new turf all over Uncle Ben's grave if they were just replacing a **HEADSTONE**?

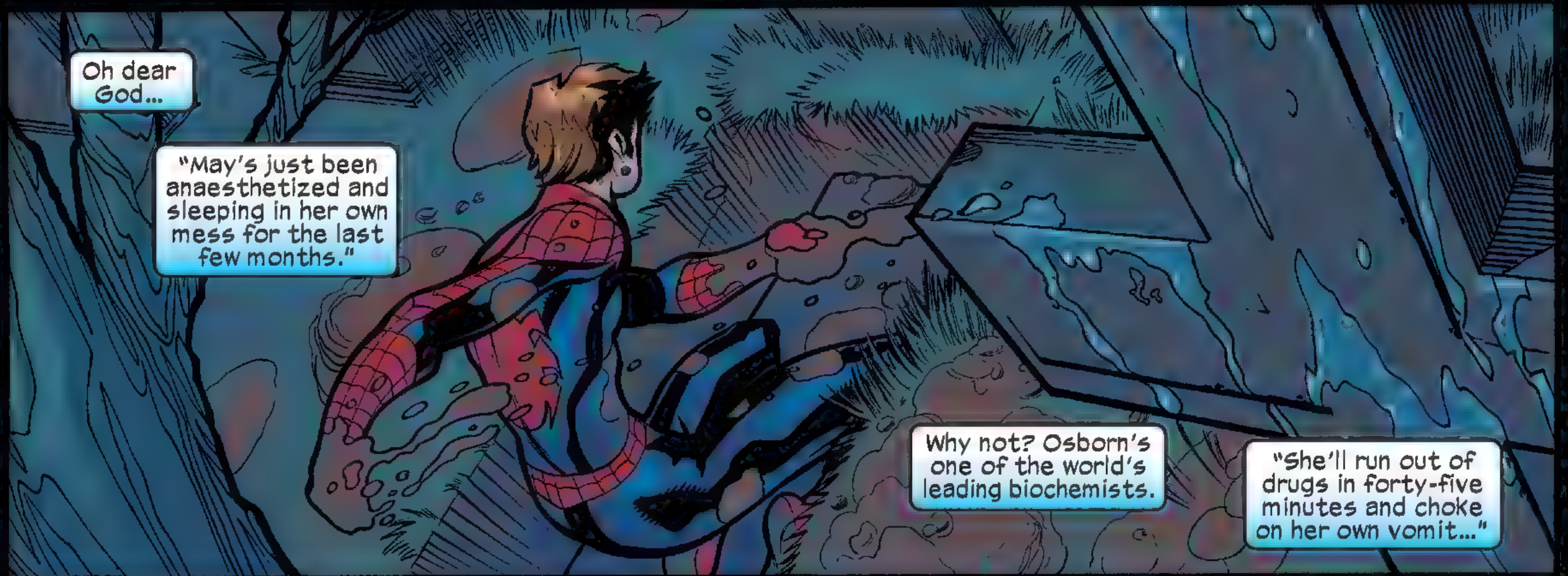
"I think you've buried **ENOUGH** friends, Spider-Man."



That vision **MARVEL GIRL** had. What if she was just **OFF BASE**? What if she just couldn't get a picture and the tombstone she saw didn't mean Aunt May was dead?

Osborn said he had someone shield her whereabouts. What if this was just where he was **HOLDING** her?

"...enough dead friends to fill a cemetery by **YOURSELF**."



Oh dear God...

"May's just been anaesthetized and sleeping in her own mess for the last few months."

Why not? Osborn's one of the world's leading biochemists.

"She'll run out of drugs in forty-five minutes and choke on her own vomit..."

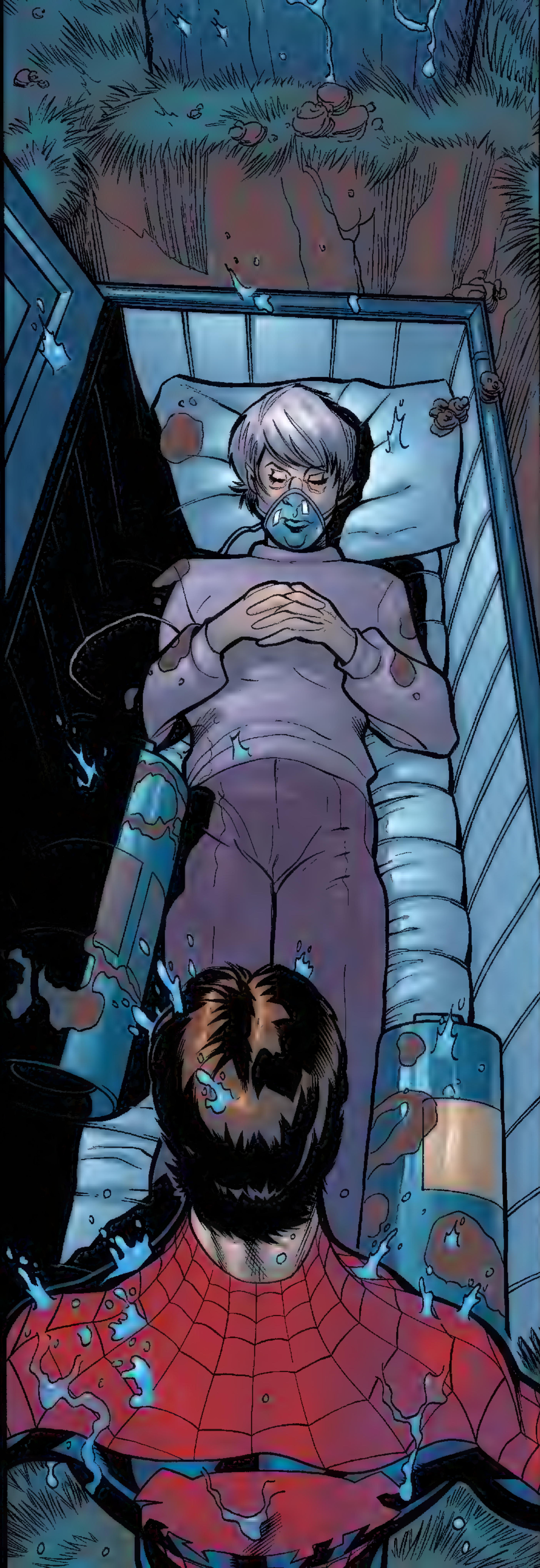


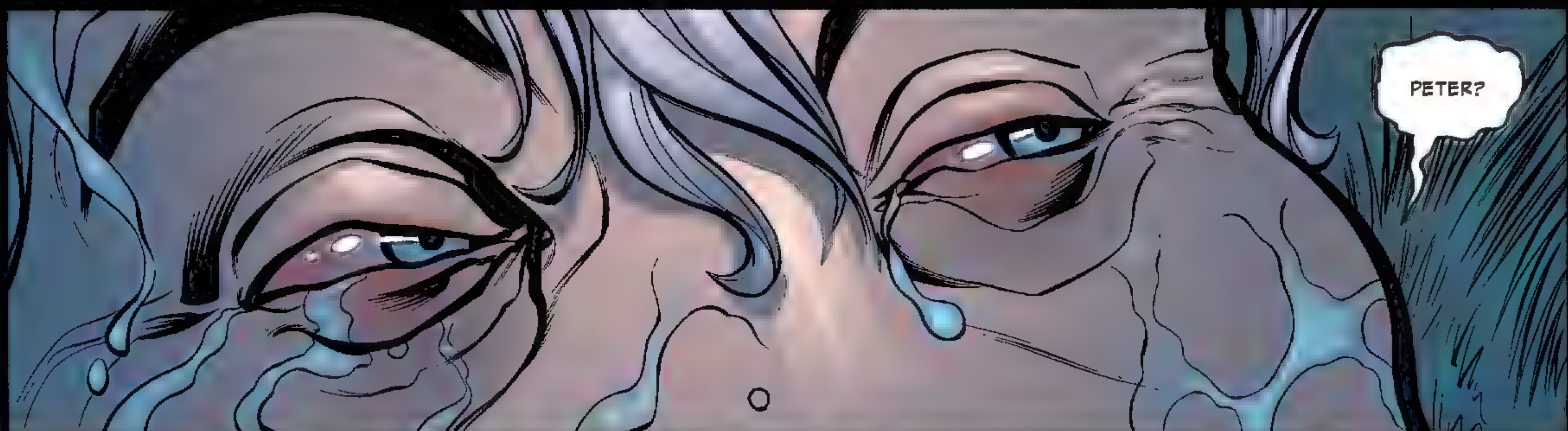
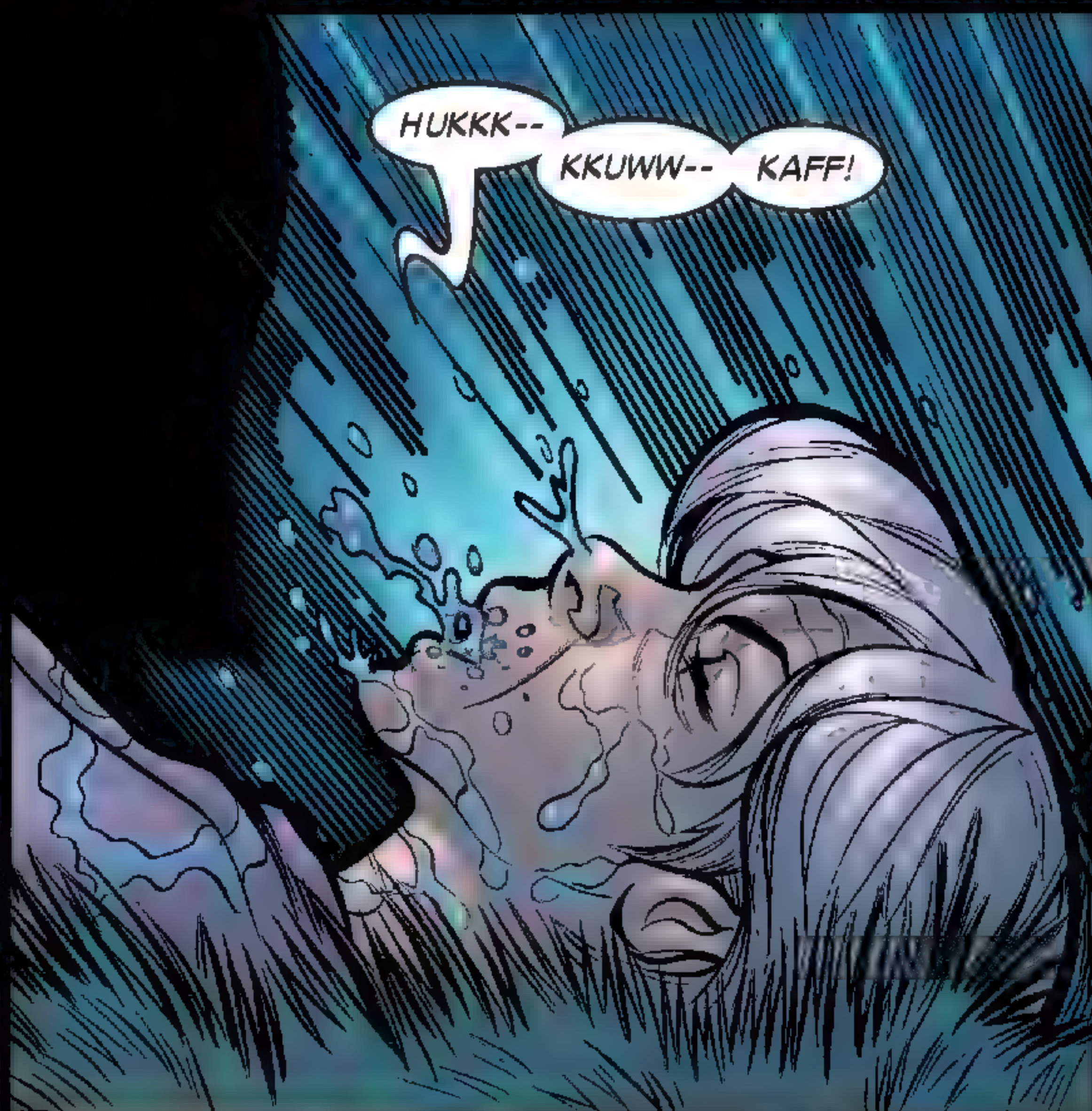
Osborn, you're a **MONSTER**.

"Tick-Tock. Tick-Tock."

"...she's hardly down among the dead men, young sir."

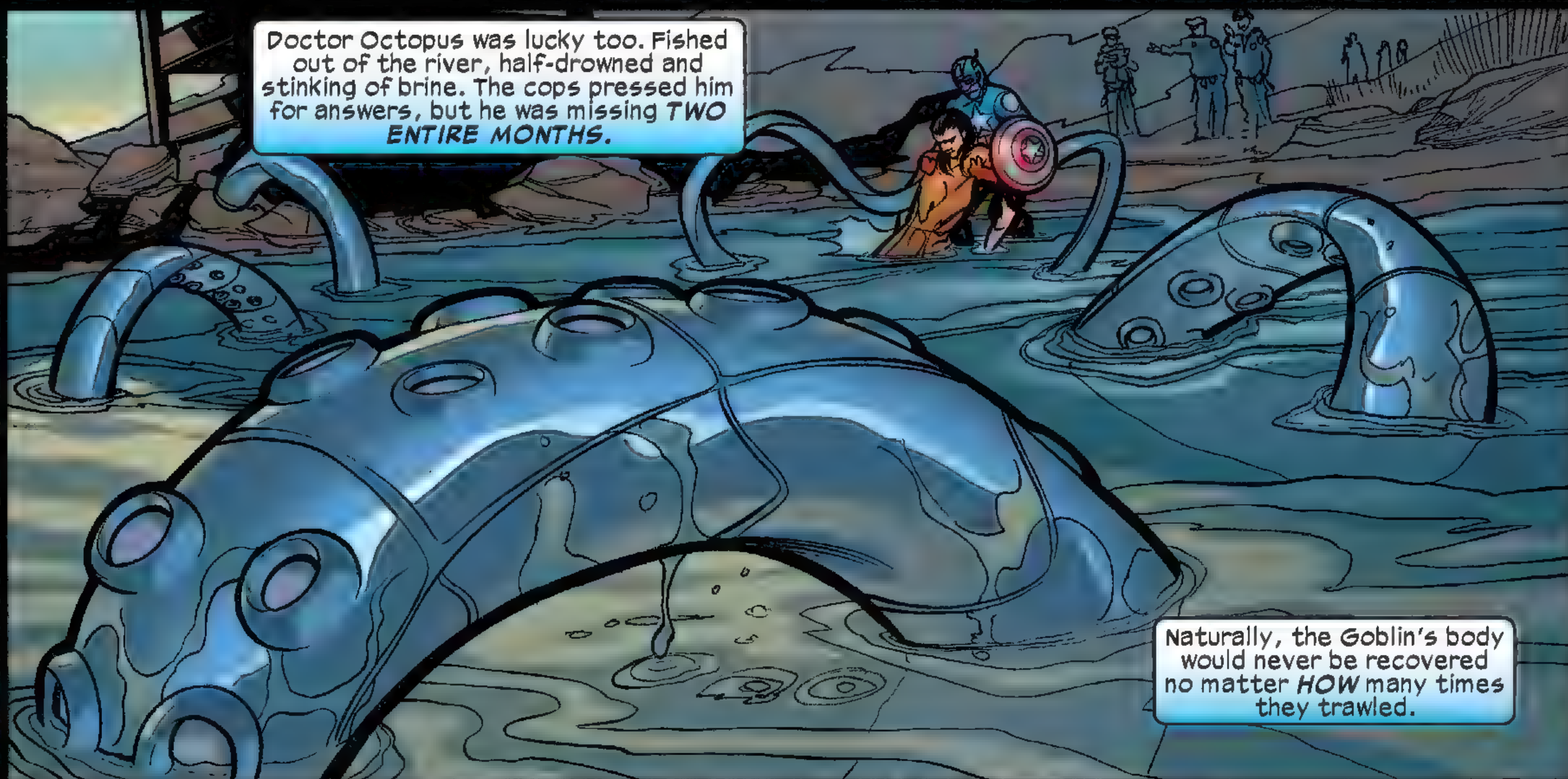
"Down among the **DEAD** men..."





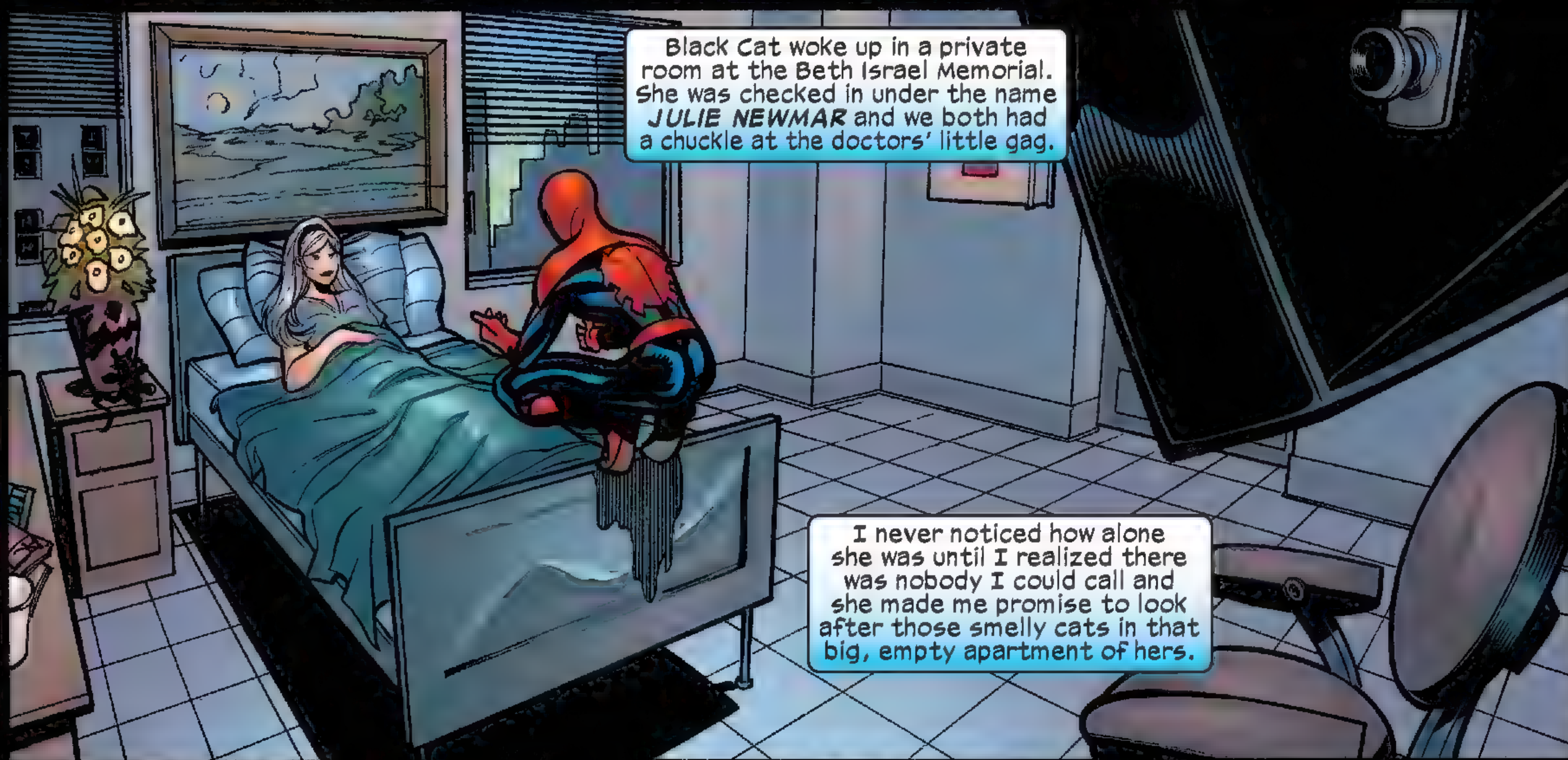
LUCKY,
Parker. LUCKY
little fool...





Doctor Octopus was lucky too. Fished out of the river, half-drowned and stinking of brine. The cops pressed him for answers, but he was missing **TWO ENTIRE MONTHS**.

Naturally, the Goblin's body would never be recovered no matter **HOW** many times they trawled.



Black Cat woke up in a private room at the Beth Israel Memorial. She was checked in under the name **JULIE NEWMAR** and we both had a chuckle at the doctors' little gag.

I never noticed how alone she was until I realized there was nobody I could call and she made me promise to look after those smelly cats in that big, empty apartment of hers.



I hung around for an hour and a half, trying to cheer her up with my repertoire of bad jokes, but the grateful look in her eyes as she laughed and giggled just made me want to cry.

How could I have missed what Mary Jane and Norman Osborn and **EVERYONE ELSE** so blatantly saw? How could I have failed to notice that Felicia was still smitten as a kitten?



Mac Gargan had stopped calling himself The Scorpion and wanted **VENOM** inscripted on his door when things came full circle and they locked him up in Osborn's old cell.

WHY SHOULD I SHARE THE ONLY STICK I'LL EVER HAVE TO BEAT YOU WITH, PARKER?

"I'll never tell," he promised me in that double-barrelled voice...



But nature abhors a vacuum and I can't stop thinking about the secret Gargan told me: How, after a while, these new villains just appear through sheer physical **MOMENTUM**...

LOT EIGHTEEN IS THE COSTUME, NAME AND POWERS OF MISTER MAC GARGAN, LADIES AND GENTLEMEN.

WHAT AM I BID, MY FRIENDS? WHAT SHOULD BE OUR OPENING BID FOR THE CHANCE TO BE THE NEW SCORPION?



On the **PLUS SIDE**, of course, the *Daily Bugle* has been giving me a lot of **GOOD PRESS** lately...

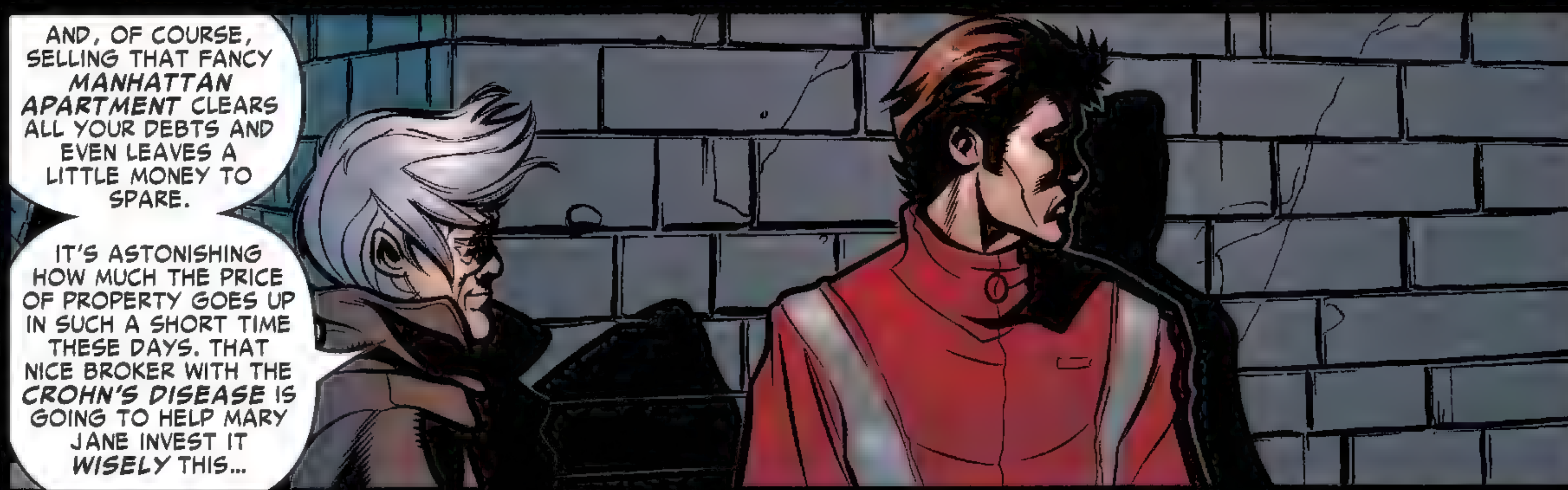
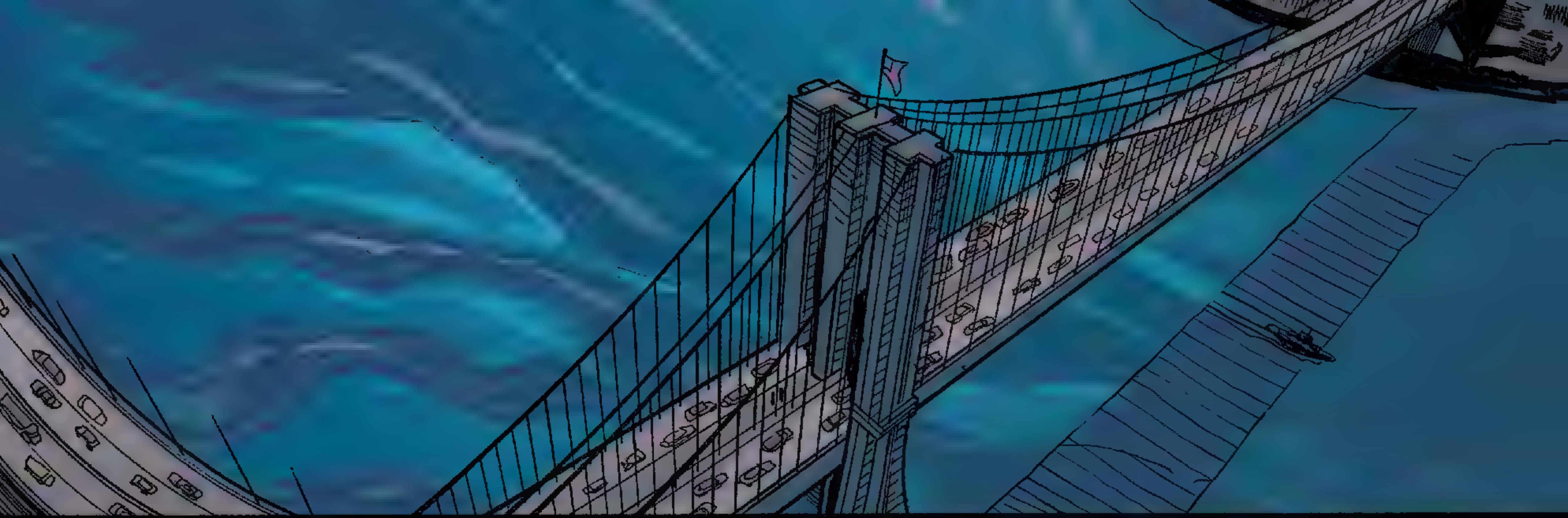
DAMN RIGHT THIS AIN'T A PUBLICITY STUNT, TOOTS! J. JONAH JAMESON HAS JUST SEEN THE ERROR OF HIS WAYS AND WANTS TO GIVE NEW YORK'S GREATEST HERO THE HEADLINES HE DESERVES!

AS OF THIS MOMENT IN TIME, OUR PAPER BACKS SPIDER-MAN EVERY CHANCE WE GET! RIGHT, JOHN-JOHN?



WHATEVER YOU SAY, POPS. WHATEVER YOU SAY.

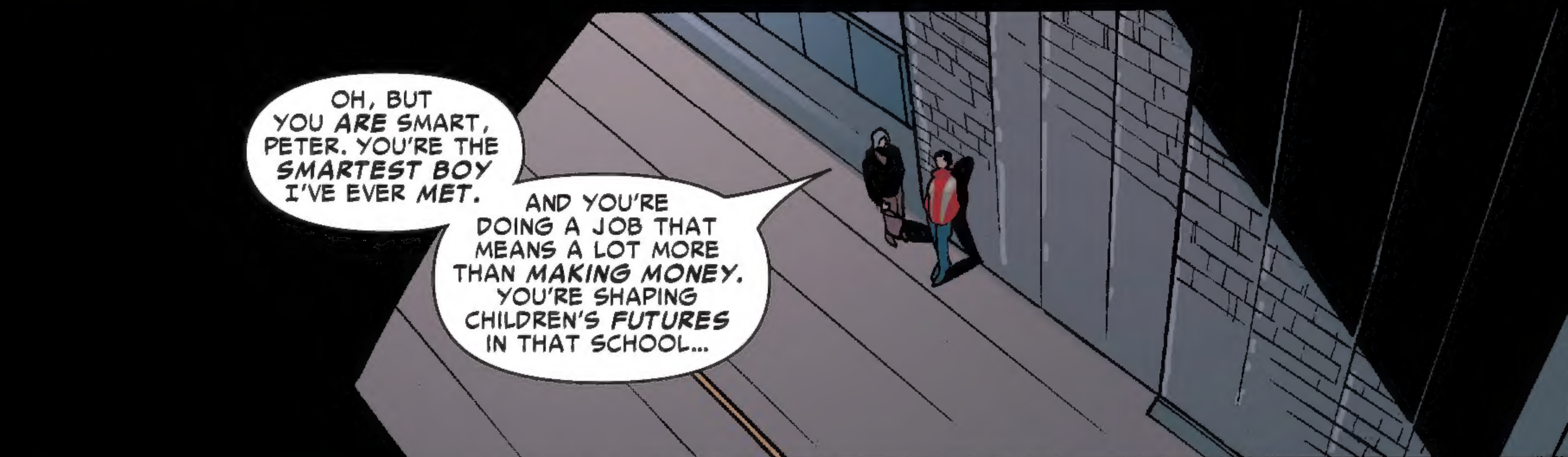
...not that any of this has lifted my **MOOD**.





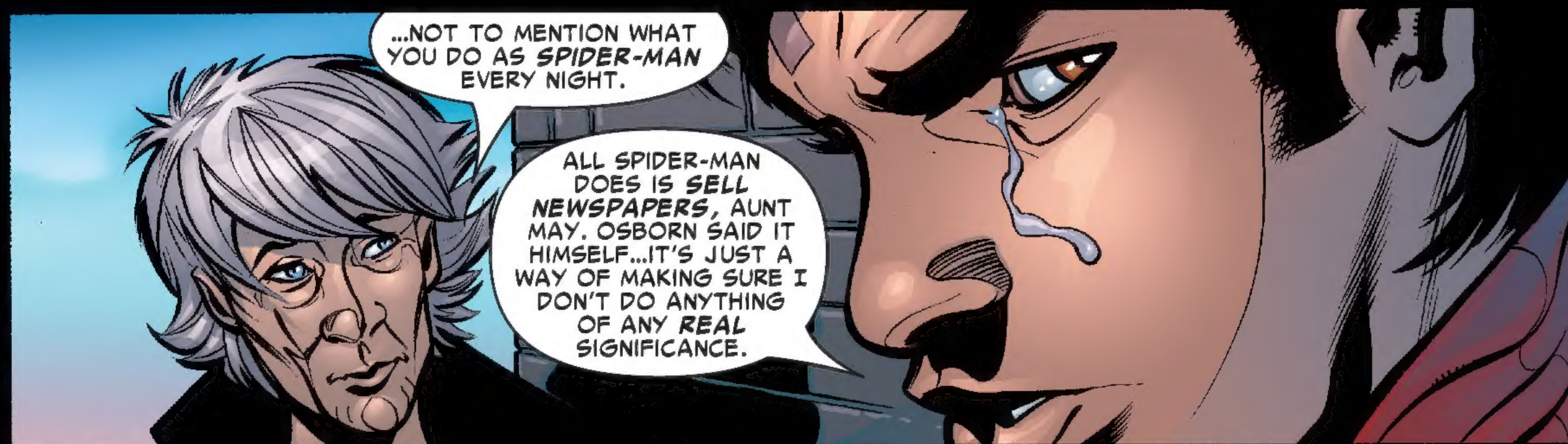
I'M SORRY, AUNT MAY. YOU JUST SHOULDN'T BE LIVING IN A RAMSHACKLE OLD HOUSE WHERE THE INSIDE OF THE WINDOWS STILL FROST UP IN THE WINTER.

I SHOULD BE LOOKING AFTER YOU. I SHOULD BE MAKING MORE MONEY THAN THIS. I WAS SUPPOSED TO BE SMART...



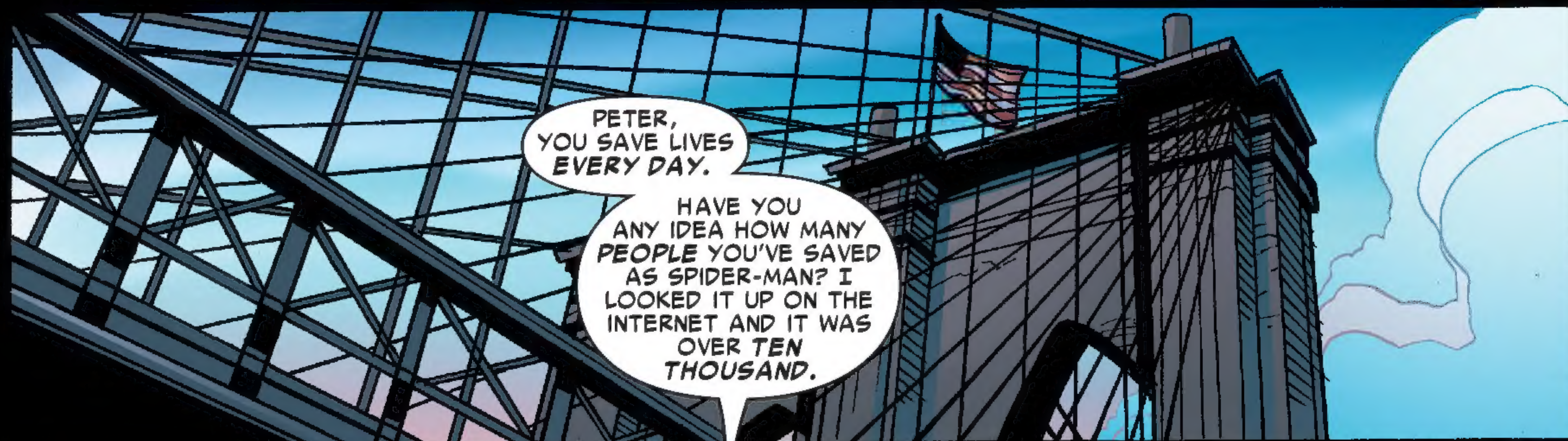
OH, BUT YOU ARE SMART, PETER. YOU'RE THE SMARTEST BOY I'VE EVER MET.

AND YOU'RE DOING A JOB THAT MEANS A LOT MORE THAN MAKING MONEY. YOU'RE SHAPING CHILDREN'S FUTURES IN THAT SCHOOL...



...NOT TO MENTION WHAT YOU DO AS SPIDER-MAN EVERY NIGHT.

ALL SPIDER-MAN DOES IS SELL NEWSPAPERS, AUNT MAY. OSBORN SAID IT HIMSELF...IT'S JUST A WAY OF MAKING SURE I DON'T DO ANYTHING OF ANY REAL SIGNIFICANCE.



PETER, YOU SAVE LIVES EVERY DAY.

HAVE YOU ANY IDEA HOW MANY PEOPLE YOU'VE SAVED AS SPIDER-MAN? I LOOKED IT UP ON THE INTERNET AND IT WAS OVER TEN THOUSAND.



TEN THOUSAND PEOPLE DIRECTLY, PETER. THAT'S NOT EVEN COUNTING ALL THE BOMBS YOU'VE DEACTIVATED OR THE THINGS YOU'VE DONE WITH THE AVENGERS OR THE FANTASTIC FOUR.

ON WHAT PLANET IS ANY OF THAT INSIGNIFICANT?

IF IT WASN'T FOR SPIDER-MAN YOU'D NEVER HAVE BEEN KIDNAPPED, AUNT MAY. I JUST CAN'T RISK ANYTHING LIKE THAT EVER HAPPENING AGAIN...



AND IF IT WASN'T FOR SPIDER-MAN I'D NEVER HAVE BEEN **RESCUED**.

DON'T LET OSBORN GET HIS FINGERS IN YOUR MIND. HE'S A HORRIBLE, DREADFUL PERSON AND THE ONLY THING HE **LIVES** FOR IS MAKING YOU FEEL **BAD** ABOUT YOURSELF.

HERE... I BROUGHT YOU A LITTLE GIFT...



WHAT'S THIS?



SOMETHING WARM TO WEAR UNDER YOUR CLOTHES WITH ALL THIS **BAD WEATHER** NEW YORK'S BEEN HAVING LATELY.



NOW COME ALONG HOME AND STOP BEING SILLY. MARY JANE SAID YOU THROW A HISSY-FIT ABOUT THIS JOB EVERY COUPLE OF YEARS, BUT YOU EVENTUALLY **SEE SENSE** AGAIN.

I'VE GOT YOUR FAVORITE **WHEATCAKES** IN THE OVEN AND THEY SHOULD BE JUST ABOUT **DONE** BY NOW.

My Dear Peter,

If you're reading this, it can only mean that I have failed in my latest endeavor and so I wish to offer my most heartfelt congratulations.

Obviously, this is one of several letters I had prepared and you have my word as an old friend that the assistant mailing this has no idea about the rather remarkable SECRET we both share.

I want to thank you for what I assume was both a fair and exciting battle and assure you that you can enjoy a period of relaxation regardless of whether I have survived or not.

It must be stressed that these fights are by no means a sign of any real enmity. On the contrary, I hold you in enormous regard and am always grateful for your attentions.

Were it not for you, I would be just another boring BUSINESSMAN running another boring CHEMICAL-MANUFACTURING BUSINESS.

Your intelligence and resourcefulness has given my life both structure and meaning and I apologize for any doubts I have placed in your mind as a result of our latest meeting.

As you know, your marriage, your reputation and your passion for preserving the status quo are all very important to me and I can only hope that no seeds of doubt or uselessness have been planted in any way.

Take care and sleep well. I shall keep you in my prayers and trust that you shall always keep me in yours.

Forever,
Norman

MR. PETER PARKER
76 TITO WAY Apt. 8B
NEW YORK, NY 10018

END

PETER PARKER'S WORST NIGHTMARE HAS COME TRUE!



One of Spider-Man's enemies has learned his secret identity and is using that knowledge to strike at Peter's family. Now, his Aunt May has been kidnapped — and his wife, Mary Jane, may be next. Forced into a personal battle against a mysterious foe devious enough to ensnare him in a vicious game of cat-and-mouse, Spider-Man must battle more than a dozen of his deadliest enemies to rescue his aunt. With the clock rapidly ticking down, will Spider-Man earn his greatest triumph or suffer his greatest defeat? In a spellbinding story superbly illustrated by fan-favorite artists Terry Dodson and Frank Cho, best-selling writer Mark Millar presents his definitive take on Marvel's greatest hero — reinterpreting classic Spider-Man foes such as Dr. Octopus and the Vulture, and introducing an all-new Venom!

MARVEL

T+

Collecting *Marvel Knights Spider-Man* #1-12.